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Gas Laundry Machine Co

MINUTES OF THE MEETING OF THE DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY HELD AT THE COMPANY'S OFFICE IN THE CITY OF FORT WAYNE, INDIANA, ON APRIL 24TH, 1919.

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Directors of the Bass Foundry and Machine Company met at the Company's office in the City of Fort Wayne on the 24th day of April, 1919, for the purpose of electing Officers and for the transaction of other business.

There were present: John H. Bass, Gaylord M. Leslie, Charles T. Strawbridge, William C. Slater and James M. Barrett, being all the Directors of the Company.

Dr. Gaylord M. Leslie called the meeting to order and on motion he was selected as chairman of the meeting and William C. Slater as secretary.

The chairman of the meeting stated that the purpose of the meeting was first to elect officers of the Company for the ensuing year.

On motion of James M. Barrett, duly seconded and put, John H. Bass was elected President of the Company.

On motion of William C. Slater, duly seconded and put, Mr. Charles T. Strawbridge was elected as Vice-President of the Company.

On motion of Mr. Charles T. Strawbridge, duly seconded and put, Dr. Gaylord M. Leslie was elected Treasurer of the Company.

On motion of James M. Barrett, duly seconded and put, William C. Slater was elected secretary of the Company.

Thereupon Mr. John H. Bass, the President elect, assumed the chair and Mr. William C. Slater, the Secretary, acted as such.

Mr. John H. Bass, President, thereupon stated that this Company was organized for the express purpose of purchasing and acquiring all the property of every kind and description and wheresoever situate, including its good will and the right to use its corporate name of "The Bass Foundry & Machine Company" as stated in its certificate of incorporation and which purchase and acquisition was necessary to enable the Company to carry out its corporate objects.

Mr. Charles T. Strawbridge then offered the following resolution and moved its adoption, which motion being duly seconded and put was unanimously adopted by the votes of all the Directors of the Company and which resolution is in the following words and figures, to-wit:-

WHEREAS, one of the chief objects and purposes of this Company as stated in its certificate of incorporation and in order to carry out the objects and business of this Company it is necessary to purchase all the real estate and other property of every kind and description of The Bass Foundry & Machine Company, therefore be it

RESOLVED, that this Company purchase and acquire all the

property of every kind and description and wheresoever situate, including the good will and exclusive right to use the corporate name of The Bass Foundry & Machine Company, a corporation organized in 1898, and to pay therefore the sum of Five Hundred Dollars ($500.) in cash and to issue to said Company, or its stockholders, 16,695 shares of one hundred dollars ($100.) each face value of the fully paid and non-assessable stock of this Company and to that end Gaylord M. Leslie, the Treasurer of this Company, be and he is hereby authorized and directed for and on behalf of this Company and in its corporate name and under its corporate seal to make to said The Bass Foundry & Machine Company an offer in the following words and figures, which is hereby approved:

TO THE BASS FOUNEDY AND MACHINE COMPANY AND TO ITS BOARD OF DIRECTORS AND STOCKHOLDERS:-

Bass Foundry and Machine Company, a corporation organized under the laws of the State of Indiana, hereby proposes and offers to purchase all the property of every kind and description and wheresoever situate, including all stocks, contracts, leases, timber rights, notes, bills, accounts and other choses in action respectively of your Company, including your good will and the exclusive right to use your corporate name and will pay therefor the sum of five hundred dollars ($500.00) in cash and issue to your Company or its stockholders in such proportion as you direct 16,995 shares of one hundred ($100.00) dollars each face value of fully paid and non-assessable stock of the undersigned, Bass Foundry and Machine Company upon the execution by your Company of proper deeds authorized by your Board of Directors and approved by your stockholders, which deed shall be subject to the payment of four hundred ninety-five thousand dollars ($495,000.) face value of the bonds of your Company, and the interest thereon, issued under and secured by your mortgage to the Tri-State Loan and Trust Company, Trustee, of Fort Wayne, Indiana, and also subject to all other unpaid debts and liabilities of your Company, which bonds, debts and liabilities shall be assumed and agreed to be paid by the undersigned by the terms of the deed or deeds therefor and such other written agreement to be executed by the undersigned as your Board of Directors may require.

Your Company shall execute separate deeds for the lands, plants and property situate in each of the states of Indiana, Alabama, Georgia and Tennessee.

IN WITNESS WHEREOF Bass Foundry and Machine Company has caused this proposition to be signed in its corporate name by Gaylord M. Leslie, its treasurer, duly authorized thereto, and its corporate seal affixed hereto, attested by William C. Slater, its secretary, this 24th day of April, 1919.

Bass Foundry & Machine Company,

By G. M. Leslie, Treasurer (signed)

Attest:
William C. Slater (signed)
Secretary

Accepted this _____day of April, 1919.

THE BASS FOUNDRY & MACHINE CO.

By_____
Its president

Attest: William C. Slater
Secretary

RESOLVED, FURTHER, that the President, Secretary and Treasurer of this Company are hereby authorized and directed to do and perform all other acts and things necessary or proper to carry out such purchase if the foregoing proposition is accepted and said President and Treasurer are authorized and directed to issue said shares of stock to the said The Bass Foundry and Machine Co. or to its stockholders in such number of shares as may be directed by a meeting of the stockholders of said Company.

Mr. William C. Slater, secretary of the Company, then presented a corporate seal for said Company which upon his motion, duly seconded and put, was adopted as the corporate seal of this Company, an impression of which is made hereon.

Dr. Gaylord M. Leslie then offered the following resolution and moved its adoption, which motion being duly seconded and put was unanimously carried by the vote of all of the Directors of the Company and which resolution is in the following words, to-wit:-

WHEREAS, this Company desires to transact and carry on business in the State of Alabama, therefore be it

RESOLVED, that the president and secretary of this Company be and they are hereby authorized and directed to file an instrument in writing for and on behalf of this Company and in its corporate name and under its corporate seal to be signed by them in their official c capacity and as president and secretary of this Company respectively, designated Rock Run in Cherokee County, in the State of Alabama, as the known place of business of this Company, in said state, and which is hereby selected as such place of business and also designating Mr. John M. Garvin, who resides at Rock Run, in Cherokee County, Alabama, as the authorized agent of this Company and who is hereby appointed as such; and also procure from the Secretary of State of Alabama a permit authorizing this Company to transact and carry on business in said State of Alabama and to file with the Auditor of said State and to pay or cause to be paid the requisite fees for such permission and permit and to do and cause to be done all other matters and things requisite or necessary to secure the right to transact business in said state of Alabama, and also in all other states in which this Company by action of its Board may desire and determine to transact and carry on business.

THE FIRST MEETING OF THE STOCKHOLDERS OF BASS FOUNDRY & MACHINE COMPANY HELD AT THE COMPANY'S OFFICE ON THE 24TH DAY OF APRIL, 1919.

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The stockholders and incorporators of this Company met immediatelyafter the adjournment of the meeting of its Board of Directors this date held pursuant to the following agreement:

"WE, THE UNDERSIGNED, being all of the incorporators and stockholders of Bass Foundry and Machine Company hereby agree to hold a

meeting of such incorporators and stockholders at the Company's Office in the City of Fort Wayne, on the 24th day of April, 1919, for the purpose of taking action upon the proposed purchase of all the property and assests of every kind and description and wheresoever situate of The Bass Foundry & Machine Company on a proposition to secure the necessary permission and permit to transact business in the State of Alabama and other states". All stockholders and incorporators were present.

On motion of Mr. Charles T. Strawbridge, Dr. Gaylord M. Leslie was selected as chairman of the meeting and Mr. William C. Slater as Secretary thereof.

The chairman stated that the certificate of incorporation of the Company had been duly filed in the office of the Secretary of State of Indiana and the requisite fee therefor paid and was also filed for record in the Recorder's Office of Allen County, Indiana, and that this Company was therefore ready to transact business and proceed to carry out the objects of its corporation.

The Secretary then read to the stockholders the minutes of the meeting of the Board of Directors of this Company this date held and thereupon Dr. Gaylord M. Leslie offered the following resolution and moved its adoption, which motion being duly seconded and put was unanimously adopted and which resolution is in the words and figures following, to-wit:-

RESOLVED, that the action of the Board of Directors to purchase and acquire all the property of every kind and description and wheresoever situate, including the good will and the exclusive right to use the corporate name of The Bass Foundry and Machine Company and to pay therefor the sum of five hundred ($500.) dollars and 16,695 shares of one hundred ($100.) dollars each of the fully paid and non-assessable stock of this Company to be issued to the said Bass Foundry and Machine Company, or to its stockholders, in such proportion and form of proposal to that effect adopted by the Board, be and the same are hereby in all things approved, confirmed and ratified and said Board and the President and Secretary of this Company is hereby authorized to carry out or cause to be carried out said purchase and to do and perform or cause to be done and performed all things necessary or proper to complete such purchase.

Mr. Charles T. Strawbridge then offered the following resolution and moved its adoption, which motion being duly seconded and put was unanimously adopted by the vote of all of the stockholders and incorporators of this Company and which resolution is in the following words:-

RESOLVED, that the action of the Board of Directors at its meeting this day held in directing the President and Secretary of this Company to make and sign a requisite instrument in writing to secure a permit for this Company to transact business in the State of Alabama is hereby approved and ratified and the said Board of Directors are authorized and directed to make and execute in the name of this Company and under its corporate seal all necessary or proper instruments in writing to secure a permit for this Company to transact business in the State of Alabama and to pay the necessary fee therefor and also in all other states in which this Company by action of its Board may desire and determine to transact and carry on business.

The certificate and articles of association of this Company were then ordered to be spread of record and made a part of the minutes of this meeting and which certificate of incorporation and articles of association are in these words:

CERTIFICATE OF INCORPORATION
o f
BASS FOUNDRY AND MACHINE COMPANY

The undersigned, being desirous of associating themselves into a corporation for the objects and purposes in this certificate specified, in accordance with the laws of the State of Indiana, do hereby make, sign and acknowledge this certificate of incorporation, and certify as follows:-

FIRST:
The name hereby adopted for this corporation is:
"Bass Foundry and Machine Company."

SECOND: The objects and purposes for which this corporation is promoted and organized are:

(a) To manufacture engines, boilers, machinery, tanks, mills, pig and other iron and steel, charcoal, coke, cars, car wheels, castings, forgings and other articles of every kind and description made of wood, metal, or other materials, or any combinations thereof.

(b) To purchase, produce, or otherwise acquire any and all the materials, appliances and other articles and things necessary or convenient for the manufacture of the articles mentioned in the foregoing subdivision "A".

(c) To purchase, lease, or otherwise acquire, maintain and operate machine and other shops, factories, foundries, furnaces, mills and other buildings and appliances, including such lands and other property as the Board of Directors of this corporation may deem necessary, convenient and useful for the prosecution of said manufacturing business.

(d) To borrow money, for its own purposes, and to mortgage, lease or sell and convey any real estate or other property owned by this corporation, or in which it may have any interest.

(e) To buy and sell merchandise of a kind or kinds similar or incident to the merchandise to be manufactured by this corporation and to sell, lease or otherwise dispose of such merchandise when manufactured.

(f) To accomplish and carry on the objects aforesaid it is the purpose and plan of this corporation to purchase and acquire all the property of every kind and description, including the good will and the right to use the name of The Bass Foundry and Machine Company, including its real estate, furnaces, shops and other property situate in the State of Alabama and other States.

THIRD:
The amount of capital stock is one million, seven hundred

thousand dollars ($1,700,000), divided into seventeen thousand (17,000) shares of one hundred dollars ($100) each.

FOURTH:

The term of existence of this corporation shall be fifty (50) years.

FIFTH:

The number of directors shall be five (5) and John H. Bass, Gaylord M. Leslie, Charles T. Strawbridge, William C. Slater and James M. Barrett shall be the directors and manage the affairs of the corporation for the first year. Any vacancy in the board of directors shall be filled by the remaining members of the board and the person so elected to fill such vacancy shall serve until the next annual election and until his successor is elected.

SIXTH:

The principal place of business and principal office shall be located in the City of Fort Wayne, Allen County, Indiana; but the business of this corporation may be carried on in any other state or territory of the United States and its board of directors may establish and maintain branch offices in other state or States.

IN WITNESS WHEREOF the undersigned incorporators have made, signed and acknowledged the foregoing certificate of incorporation this 18th day of April, 1919.

John H. Bass — Gaylard M. Leslie

Charles T. Strawbridge — William C. Slater

James M. Barrett

STATE OF INDIANA:
: SS
ALLEN COUNTY :

Personally appeared before the undersigned, a Notary Public in and for said County and State this 18th day of April, 1919, the said John H. Bass, Gaylord M. Leslie, Charles T. Strawbridge, William C. Slater and James M. Barrett, well known to me, who severally subscribed and acknowledged the execution of the foregoing Certificate of Incorporation to be their voluntary act and deed.

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed my notarial seal the day and year above written.

Florence E. Merz
Notary Public

My Commission expires May 16-1920.

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The Treasurer then presented the certificate of the Secretary of State showing the due incorporation of this Company, a copy of which was ordered to be spread of record and made a part of the minutes of this meeting:

STATE OF INDIANA

DEPARTMENT OF STATE

WILLIAM A. ROACH, SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, Articles of Incorporation duly signed and acknowledged, showing a Capital Stock of One Million Seven Hundred Thousand ($1,700,000.00) Dollars, having been filed in the Office of the Secretary of State on the 19th day of April, 1919, for the organization of the BASS FOUNDRY AND MACHINE COMPANY, under and in accordance with the provisions of an Act entitled "An Act for the Incorporation of Manufacturing and Mining Companies, and Companies for Mechanical, Chemical and Building Purposes", approved May 20th, 1852, and the various Acts amendatory thereof and supplementary thereto:

NOW THEREFORE, I, William A. Roach, Secretary of State of the State of Indiana, by virtue of the powers and duties vested in me by law, do hereby certify that the said Company is a body politic and corporate, authorized and empowered by the Laws of the State of Indiana to transact business as such.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 19th day of April, A.D., 1919.

William A. Roach, (signed)
Secretary of State,

((S E A L))

By P. H. Wolford, Deputy.

There being no further business, the first meeting of the stockholders was upon motion, adjourned.

MINUTES OF THE MEETING OF THE DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY HELD AT THE COMPANY'S OFFICE AT THE CITY OF FORT WAYNE, INDIANA, ON April 30th-1919.

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A special meeting of the Directors of Bass Foundry and Machine Company was held at the Company's Office at the City of Fort Wayne, Indiana, at 4:00 P.M. on the 30th day of April, 1919; there were present:

Gaylord M. Leslie
Chas. T. Strawbridge
William C. Slater and
James M. Barrett,

being all of the Directors of the Company except J. H. Bass. In the absence of the President of the Company, Mr. Chas. T. Strawbridge acted as Chairman of the meeting.

Mr. James M. Barrett thereupon tendered his resignation as a Director of the Company, in the following words:-

"Fort Wayne, Ind. April 30th, 1919;
To The Board of Directors,
Bass Foundry and Machine Company;
Gentlemen: I hereby tender my resignation as Director of said Company to take effect immediately. James M. Barrett (signed)

Mr. Barrett's resignation, upon motion duly seconded and put, was accepted.

Mr. G. M. Leslie then moved that J. M. Garvin of Rock Run, Alabama, be appointed Second Vice-President and Assistant Treasurer of the Company, and upon motion seconded and put, he was so elected.

The following papers were then read and approved:-

DESIGNATION OF PLACE OF PLACE OF BUSINESS, BRANCH OFFICE AND AGENT IN THE STATE OF ALABAMA BY BASS FOUNDRY AND MACHINE COMPANY, A CORPORATION UNDER THE LAWS OF INDIANA.

KNOW ALL MEN BY THESE PRESENTS that BASS FOUNDRY & MACHINE Company, a corporation organized and existing under the laws of the State of Indiana, desires to engage in and transact business in the State of Alabama and hereby designates Rock Run, in the County of Cherokee, in said State, as its known place of business in said State, at which place it maintains a branch office and hereby designates and appoints Mr. John M. Garvin who resides at Rock Run, Cherokee County, Alabama as its duly authorized agent.

IN WITNESS WHEREOF said BASS FOUNDRY AND MACHINE COMPANY has caused its name to be hereunto subscribed by John H. Bass, its President, and its corporate seal hereunto affixed, attested by William C. Slater, its Secretary, duly authorized thereto by action of its Board of Directors and Stockholders, this 30th day of April, 1919.

BASS FOUNDRY AND MACHINE COMPANY,
By J. H. Bass (signed)
President

ATTEST:

Wm. C. Slater (signed)
Secretary

STATE OF INDIANA: SS
ALLEN COUNTY :

Personally appeared before me, the undersigned, a notary public in and for said County and State, this 30th day of April, 1919, John H. Bass, the President, and William C. Slater, the Secretary respectively of Bass Foundry and Machine Company, a corporation organized under the laws of the State of Indiana and personally known to me to be such officer thereof who acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said Company and their voluntary act and deed as the President and Secretary thereof, and the said William C. Slater being duly sworn upon his oath says that he is the Secretary of said Company and that the corporate seal affixed hereto is the genuine corporate seal of said Company and said instrument was executed pursuant to authority of the Board of Directors and Stockholders of said Company.

WITNESS my hand and notarial seal this 30th day of April, 1919.

Madaline Becker (signed)
Notary Public

My Commission
Expires June 11th, 1922.

REQUEST FOR PERMIT TO TRANSACT BUSINESS IN THE STATE OF ALABAMA BY BASS FOUNDRY AND MACHINE COMPANY, A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF INDIANA.

KNOW ALL MEN BY THESE PRESENTS that BASS FOUNDRY AND MACHINE COMPANY is a corporation duly organized and existing under the laws of the State of Indiana and desires and hereby requests the permit to transact business in the State of Alabama, and shows:-

1. That the total authorized capital of said corporation is $1,700,000, all of which has been paid in.

2. The principal place of business of said corporation is at the City of Fort Wayne, in the County of Allen and State of Indiana.

3. The location of the principal place of business of said Corporation in the State of Alabama is at Rock Run, in the County of Cherokee, in said State, and the name of the authorized Agent of said Corporation in Alabama is Mr. John M. Garvin who resides at and whose address is Rock Run, Cherokee County, Alabama.

4. The actual amount of capital to be employed in the State of Alabama by said Corporation is $300,000.

IN WITNESS WHEREOF said BASS FOUNDRY AND MACHINE COMPANY has caused its name to be hereunto subscribed by John H. Bass, its President, and its corporate seal hereto affixed, attested by William C. Slater, its Secretary, duly authorized thereto, by action of its Board of Directors and Stockholders, this 30th day of April, 1919.

BASS FOUNDRY AND MACHINE COMPANY,
By J. H. Bass (signed)
President

ATTEST:
William C. Slater (signed)
Secretary

STATE OF INDIANA: SS
ALLEN COUNTY :

Personally appeared before me, the undersigned, a notary public in and for said County and State, John H. Bass, the President, and William C. Slater, the Secretary respectively of Bass Foundry and Machine Company, a corporation organized and existing under the laws of the State of Indiana, and personally known to me to be such Officer of said Company, who acknowledged the execution of the foregoing instrument to be the voluntary act and deed of said Company and their voluntary act and deed as the President and Secretary thereof and that the corporate seal affixed thereto is the genuine corporate seal of said Company; and the said John H. Bass and William C. Slater being duly sworn upon their respective oaths say that

the said John H. Bass is the President and the said William C. Slater the Secretary of said Bass Foundry and Machine Company and that the facts stated in the foregoing request for permit to transact business in the State of Alabama are true and that said request has been executed pursuant to authority of the Board of Directors and Stockholders of said Company.

WITNESS my hand and notarial seal this 30th day of April, 1919.

Madaline Becker (signed)
Notary Public

My Commission
Expires June 11th, 1922.

There being no further business, the meeting upon motion, was adjourned.

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF BASS FOUNDRY AND MACHINE COMPANY HELD AT THE COMPANY'S OFFICE ON THE 5TH DAY OF MAY, A. D., 1919.

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A called meeting of the stockholders of BASS FOUNDRY AND MACHINE COMPANY was held at the Company's Office on Monday, May 5th, 1919, at 11:00 o'clock A.M., for the purpose of reading and adopting the by-laws of the Corporation.

There were present: Mr. and Mrs. J. H. Bass, Mr. and Mrs. G. M. Leslie, Mr. C. T. Strawbridge and Mr. Wm. C. Slater, representing all of the shares of stock except one share held by Mr. J. M. Garvin, whose waiver was on file. Mr. J. H. Bass, the President of the Company, presided as Chairman of the meeting and the Secretary, Mr. Wm. C. Slater, acted as such.

The proposed by-laws were read and upon motion, duly seconded and put, they were adopted and a copy of the same recorded in the minute-books of the Company, as follows:-

BY-LAWS OF BASS FOUNDRY AND MACHINE COMPANY

SECTION 1. DIRECTORS.

A majority of the members of the Board of Directors shall constitute a quorum, but a less number may adjourn any meeting from time to time. The stock, property and business of the Company shall be managed and controlled by the Board of Directors.

SECTION 11. MEETINGS OF DIRECTORS

Regular meetings of the Board of Directors shall be held the Wednesday following the first Tuesday of each month at the Company's Office in the City of Fort Wayne, Indiana, without other notice than is provided in these by-laws, and at any regular meeting any business may be transacted and have the same vaildity as if ample notice had been given to each director. Special meetings of the Board may be held on the call of the President or the Vice-President at such time and place as he may designate, three days written or printed notice of such meeting being given to each director and delivered personally or mailed to his last known residence or place of business three days before such meeting.

Any director may waive such notice and all members of said Board may meet at any time without notice and such meeting of the

members of the Board shall be deemed a waiver of notice thereof by all directors present and any action taken shall be as effective and binding as if due notice had been given. Upon the demand of any member of the Board the ayes and nays upon any question shall be taken and recorded.

The Board of Directors shall have power by resolution to cause the Company to engage in business in any other state and cause to be executed all written instruments and to pay such fees as may be necessary therefor and to do and perform or cause to be done and performed all other things requisite or necessary to secure permission to transact business in any other state.

SECTION 111. OFFICERS.

The principal officers of this Company shall be a President, First Vice-President and Second Vice-President, a Secretary and if the Board deem advisable an Assistant Secretary, a Treasurer and an Assistant Treasurer who shall be elected by a vote of the members of the Board of Directors annually at their first meeting after the annual meeting of the stockholders in each year or as soon as practicable thereafter and shall hold their respective offices until their successors are elected and qualified. The office of Assistant Secretary and Assistant Treasurer may be held by one and the same person. The Board of Directors may elect or appoint a General Manager, Superintendent, Auditor and such other officers, agents and assistants as the business of the Company may from time to time in their judgment require.

SECTION 1V. THE POWERS AND DUTIES OF OFFICERS.

(a) It shall be the duty of the President and in his absence of the first Viee-President or of the second Vice-President in the absence of the first Vice-President to preside at all regular meetings of the stockholders and directors. The President and first Vice-President subject to such regulations or orders as the Board may from time to time adopt shall have the chief management, control and supervision of the officers, employess and affairs of the Company and of all purchases, contracts and reports in connection with the Company's business at Fort Wayne, Indiana, and the second vice-president subject to such regulations or orders as the Board may from time to time adopt shall have like management and control and supervision of the officers, employees and affairs of the Company and of all purchases, contracts and reports in connection with the business of the Company at Rock Run, Ala., and in the State of Georgia.

(b) It shall be the duty of the President, or first Vice-President in conjunction with the secretary or the assistant secretary to execute under the name and corporate seal of the Company any and all contracts, except, as otherwise authorized or delegated by resolution of the Board of Directors; also any and all deeds either with or without covenants of warranty and all mortgages, assignments of mortgages and all principal notes secured thereby, releases and other discharges and all other documents on behalf of the Company with such covenants, conditions and stipulations therein as to such president or first five-president and secretary executing the same may seem fit or proper.

(c) The president or any vice-president or treasurer of this

Company may borrow money and execute notes under the name of the Company therefor and may sell, assign, endorse, discount or pledge as collateral security any notes, bonds, stock, bills receivable or other securities of the corporation without the corporate seal or the signature of any secretary.

(d) The secretary or in his absence the Assistant secretary shall have the custody of the minute books and records of the Company and shall keep full and accurate record of the proceedings of the stockholders and Board of Directors. The secretary or the assistant secretary shall, except as otherwise provided by law or by these by-laws join with one of the presidents in the execution of all deeds and mortgages and such other instruments, documents and obligations to be executed on behalf of the Company and to affix thereto the seal of the Company.

(e) It shall be the duty of the treasurer or in his absence of the assistant treasurer to keep the record books of account of the Company showing in a systematic manner all the receipts and disbursements of the Company and all other books required by the Board of Directors or by-laws showing such receipts or disbursements, together with all papers and vouchers for such disbursements. He shall also furnish from time to time such statements and accounts as shall be required by the Board of Directors, president or first vice-president of the Company and shall whenever required lay all books and accounts in his possession and relating to the business of the Company before the Board of Directors at any meeting thereof.

(f) It shall be the duty of the treasurer or in his absence of the assistant treasurer to receive all monies belonging to the Company and to deposit the same daily in some bank or banks to be designated by the Board of Directors to the credit of the Company and in its corporate name and such money shall be drawn by the check of the treasurer or the assistant treasurer. Such treasurer or assistant treasurer shall disburse all money directed or authorized to be paid by him by the Board of Directors.

SECTION V. STOCKHOLDERS MEETING.

(a) The first annual meeting of the stockholders of the Company shall be held on the first Monday of March, 1920, and on the first Monday of March of each year thereafter at the Company's office in the City of Fort Wayne, Indiana.

(b) Special meetings of the stockholders may be held at any time on the call of any one of the presidents whenever in his judgment the business of the Company requires it. Notice of all special meetings of the stockholders shall be given for five days to the stockholders, which notice shall concisely state the business of the meeting and shall be given either personally to the stockholders or by mailing a copy thereof addressed to each stockholder at his last known post-office address.

(c) All or any number of the stockholders may waive such or any notice of such special meetings and all of the stockholders of the Company may meet in person or by proxy and hold meeting at any time and a meeting of all such stockholders without notice shall be deemed a waiver of notice and all proceedings had and actions taken

at any such meeting shall be as valid as if the notice hereinbefore provided for had been duly given. The presence of any such stockholder either in person or by proxy shall be deemed and held to be a waiver by him of notice of such meeting.

SECTION VI. STOCK AND STOCK BOOKS.

(a) A book shall be kept at the Office of the Company containing the names of the stockholders of the Company with their places of residence and number of shares of stock held by them severally and the time they became the owners of the same.

(b) Certificates of stock shall be signed by the President or the first Vice-President and countersigned by the Treasurer and shall have the seal of the Company affixed and the form of the certificate of stock shall be substantially as follows:-

""Incorporated under the Laws of the State of Indiana

BASS FOUNDRY AND MACHINE COMPANY

Number _____ Capital Stock $1,700,000.00 _____ Shares

THIS CERTIFIES that _____ is the owner of

_____ Shares of the Capital Stock of BASS FOUNDRY AND MACHINE COMPANY, fully paid and non-assessable, e transferable only on the Books of the Corporation in person or by Attorney on surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF, the duly authorized Officers of this Corporation have hereunto subscribed their names and caused the corporation Seal to be hereto affixed this _____ day of _____ A.D., 19____

(S E A L)

_____
T r e a s u r e r

_____
P r e s i d e n t

Shares $100.00 each.""

No new certificate shall be issued in lieu of any former certificate or any part thereof unless the old certificate of stock shall be surrendered for cancellation and no certificate of stock shall be issued in lieu of the certificate claimed to be lost except on receiving a bond of indemnity against such lost certificate or upon receiving satisfactory evidence of its loss and then only by direction of the Board of Directors.

SECTION VII. AMENDMENTS.

These by-laws may be amended by the affirmative vote of the holders of a majority of the outstanding stock of the Company at any regular or special meeting of the stockholders called for the purpose, but notice shall be given of the proposed amendment for at least one week prior to such meeting to each stockholder by mailing to him a copy of such proposed amendment to his last known post-office address as shown by the books of the Company, but if all stockholders are present in person or by proxy at any such meeting or have waived notice thereof then such proposed amendment may be made without giving notice thereof as hereinbefore provided.

SECTION VIII. FISCAL YEAR.

The fiscal year of this Company shall end the 31st day of December, 1919, and on the 31st day of December each year thereafter.

There being no further business, the meeting, upon motion, was adjourned.

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF BASS FOUNDRY & MACHINE COMPANY HELD AT THE COMPANY'S OFFICE ON THE 1ST DAY OF MARCH, A.D., 1920.

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The annual meeting of the stockholders of BASS FOUNDRY & MACHINE COMPANY was held at the Company's office at Fort Wayne, Indiana, Monday March 1st, 1920.

There were present G. M. Leslie, W. C. Slater, J. H. Bass, C. T. Strawbridge, Mrs. Laura H. Bass, and Mrs. G. M. Leslie, representing all of the stock of the Company with the exception of one share held by J. M. Garvin, whose waiver was on file.

The minutes of the previous meeting held May 5th, 1919 were read and approved.

The election of a board of directors was proceeded with, and the following were elected to serve for the ensuing year and until their successors are elected and qualified:-

J. H. Bass	G. M. Leslie
C. T. Strawbridge	L. H. Link
J. M. Garvin	

There being no further business before the stockholders, the meeting upon motion was adjourned.

C. T. Strawbridge
Temporary Chairman

William C. Slater, Temporary Secy.

MINUTES OF THE MEETING OF THE DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY HELD AT THE COMPANY'S OFFICE AT THE CITY OF FORT WAYNE, INDIANA ON MARCH 1ST, A.D. 1920.

Following the meeting of the stockholders, a special meeting of the Board of Directors was called, and the following officers were elected to serve for the ensuing year and until their successors are elected and qualified:-

J. H. Bass, President
C. T. Strawbridge, Vice-President
J. M. Garvin, 2nd Vice-President
G. M. Leslie, Treasurer
L. H. Link, Secretary

Upon motion of G. M. Leslie, seconded by L. H. Link, a resolution was adopted authorizing the President and Treasurer to borrow, discount, etc. with the National City Bank of New York, a copy of said resolution having been mailed to the National City Bank and a copy retained for the Company's file.

There being no further business, the meeting upon motion was adjourned.

C. T. Strawbridge
Chairman

William C. Slater, Secy

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF BASS FOUNDRY AND MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 15TH DAY OF JUNE, A. D. 1920.

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A meeting of the stockholders of Bass Foundry and Machine Company was held on June 15th, 1920, at ten o'clock A. M., pursuant to the call of the Vice President and Secretary, and in accordance with the following notice, agreement and waiver signed by all of the stockholders of this Company, and which notice, agreement and waiver are in the following words and figures:

NOTICE

Notice is hereby given that there will be a special meeting of the stockholders of Bass Foundry & Machine Company to be held at the Company's office in the city of Fort Wayne, Allen County, Indiana on the fifteenth (15th) day of June, 1920, at 10:00 A. M. to consider and take action by said stockholders upon the proposed sale of all real estate owned by this Company in the States of Alabama, Tennessee and Georgia, together with all buildings, machinery, fixtures, tools, equipment, and other properties owned and used by the said Company in its plant at Rock Run, Alabama.

(Signed) C. T. Strawbridge
Vice President.

(Signed) L. H. Link
Secretary.

We, the undersigned stockholders of Bass Foundry & Machine Company, hereby accept due service of the above notice and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, hereby waiving all objections to the time of service of said notice, any rule of law of the by-laws of the Company to the contrary notwithstanding.

(Signed by) John H. Bass, Gaylard M. Leslie, C. T. Strawbridge, Laura H. Bass, Grace Bass Leslie, L. H. Link and J. M. Garvin.

There were present: John H. Bass, Gaylard M. Leslie, C. T. Strawbridge and L. H. Link, and Laura H. Bass, Grace Bass Leslie and J. M. Garvin, by proxy, representing all of the shares of stock. Mr. John H. Bass, the President of the Company presided as Chairman of the meeting and the Secretary, L. H. Link, acted as such.

The President called the meeting to order and stated that the object of the meeting was to consider and take action on the proposed sale of all real estate owned by this Company in the States of Alabama, Tennessee and Georgia, together with all buildings, machinery, fixtures, tools, equipment and other properties owned and used by said Company in its plant at Rock Run, Alabama.

Thereupon Gaylard M. Leslie offered the following resolution and moved its adoption, which motion being duly seconded and put was adopted by the unanimous vote of all of said stockholders present, which resolution is in the following words and figures:

> "WHEREAS, Mr. John H. Bass has made a proposition to this Company to purchase and acquire all of the real estate owned by this Company in the States of Alabama, Tennessee and Georgia, together with all buildings, machinery, fixtures, tools, equipment and other properties, including all notes and bills receivable owned and acquired by this Company at its plant at Rock Run, Alabama, a copy of which proposition is attached to this resolution and made a part hereof, and
>
> Whereas, it is to the advantage and will be to the benefit of this Company to accept said proposition and to sell and convey all of said properties to the said Bass for the consideration therein named, therefore be it
>
> RESOLVED that the Board of Directors of this Company be and they are hereby authorized and directed to cause to be accepted said written proposition for and on behalf of this Company and in its name and under its corporate seal, and the Vice President and Secretary of this Company be and they are hereby authorized, empowered and directed for and on behalf

of this Company and in its corporate name and under its corporate seal to sell and convey all of said properties to the said John H. Bass or such person, firm or corporation as he may in writing designate, for the consideration named in said proposition, subject however, to the lien of the mortgage thereon executed by this Company to the Tri State Loan and Trust Company, Trustee, to secure an authorized issue of $550,000.00 par value of the bonds of this Company of which there are now $396,000.00 par value outstanding, and also subject to the payment of the liabilities of this Company incurred in the operation and conduct of its said business at its plant at Rock Run, Alabama, including the taxes on said properties;

Resolved further that said Board of Directors, Vice President and Secretary of the Company be and they are hereby further authorized and empowered to do all other things and execute or cause to be executed all other instruments that may be necessary or proper to fully carry out and perform said contract with said Bass.

G Meleslie

PROPOSITION OF JOHN H. BASS.

Fort Wayne, Ind., June 4, 1920.

To Bass Foundry and Machine Company,

Fort Wayne, Indiana.

Gentlemen:-

I hereby offer and agree to purchase all of the real estate together with all buildings, machinery, fixtures, tools, equipment and other properties owned by your Company and situate in the States of Alabama, Tennessee and Georgia, together with all notes and bills receivable acquired in the operation and conduct of the business of your Company at its plant situate at Rock Run, Alabama, and in payment therefor, I agree to assign and deliver to your Company Seven Hundred Thousand Dollars ($700,000.00) par value of the Common Stock of your Company. A warranty deed to be made to me or such person, firm or corporation as I may in writing designate for all of said properties with proper assignment of said notes and accounts, but the deed of conveyance shall be subject to the lien of the mortgage of your Company to the Tri State Loan and Trust Company, Trustee, to secure and authorized issue of $550,000.00 face value of the bonds of your Company of which bonds $396,000.00 face

value only are now outstanding and unpaid, and subject also to the payment of all debts and liabilities of your Company incurred in the operation and conduct of your plant at Rock Run, Alabama, including unpaid taxes on said properties.

(Signed) John H. Bass. "

There being no further business the meeting upon motion was adjourned.

J H Bass
Chairman.

L L Reed
Secretary.

MINUTES OF THE MEETING OF THE DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE IN THE CITY OF FORT WAYNE, INDIANA, ON JUNE 15TH, A. D. 1920.

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Following the meeting of the stockholders, a special meeting of the Board of Directors was called pursuant to the call of the President and Secretary and in accordance with the following notice, agreement and waiver signed by all of the directors of this Company, and which notice, agreement and waiver are in the following words and figures:

NOTICE

Notice is hereby given that there will be a special meeting of the Board of Directors of Bass Foundry and Machine Company to be held at the Company's office in the city of Fort Wayne, Allen County, Indiana, on the fifteenth (15th) day of June, 1920, at 10:30 A. M., to consider the advisability of declaring a dividend, and to consider and take action upon the proposed sale of the real estate owned by this Company in the States of Alabama, Tennessee and Georgia, together with all buildings, machinery, fixtures, tools, equipment and other properties owned and used by the said Company in its plant at Rock Run, Alabama.

(Signed) C. T. Strawbridge
Vice President

(Signed) L. H. Link,
Secretary.

We, the undersigned directors of Bass Foundry and Machine Company, hereby accept due service of the above notice and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, hereby waiving all objections to the time of the service of said notice, any rule of law of the by-laws of the said Company to the contrary notwithstanding.

(Signed) John H. Bass
C.T.Strawbridge
Gaylard M. Leslie
L. H. Link
J. M. Garvin.

There were present: John H. Bass, C. T. Strawbridge, Gaylard M. Leslie and L. H. Link, being all of the Directors of said Company except J. M. Garvin, whose proxy was on file.

Mr. John H. Bass, President of the Company presided as Chairman of the meeting and the Secretary, L. H. Link, acted as such. The President called the meeting to order and stated that the object of the meeting was to take action on the resolution of the stockholders to sell and convey all of the real estate owned by this Company in the States of Alabama, Tennessee and Georgia, together with all buildings, machinery, fixtures, tools, equipment and other property owned and usedby the said Company in its plant at Rock Run, Alabama.

Thereupon Gaylard M. Leslie offered the following resolution and moved its adoption, which motion being duly seconded and put was adopted by the unanimous vote of all of said Directors present, which resolution is in the following words and figures:

> RESOLVED that the action of the stockholders at their meeting this day held, authorizing and directing this Board to accept the proposition of John H. Bass for the purchase of all the properties of this Company described in his proposition and made a part of the resolution adopted by said stockholders for the sale and conveyance of all of said properties to the said Bass or such person, firm or corporation as he may in writing designate, be and the same is hereby in all things approved.
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> Resolved further that the Vice President of this Company be and he is hereby authorized and directed for and on behalf of this Company and in its name and under its corporate seal to accept the said proposition of the said Bass, and
>
> Resolved further that the Vice President and Secretary be and they are hereby authorized, empowered and directed for and on behalf of this Company and in its corporate name and under its corporate seal to execute a warranty deed to the said Bass or such person, firm or corporation as he may so designate, conveying all the properties

of this Company described in his said proposition for the consideration in said proposition named, subject however, to the lien of the mortgage executed by this Company to the Tri State Loan and Trust Company, Trustee, to secure an authorized issue of $550,000.00 par value of the bonds of this Company of which $396,000.00 par value are now outstanding and unpaid, and also subject to the payment of the liabilities of this Company incurred in the operation of its plant at Rock Run, Alabama;

Resolved further that the Vice President and Secretary of this Company be and they are hereby authorized and directed to do all other things and to execute all other instruments that may be properor necessary to fully carry out the contract of this Company with said Bass and to convey said properties as above stated.

Tnere being no further business the meeting upon motion was adjourned.

Chairman

Secretary

COPY

Fort Wayne, Ind., June 16th, 1920.

Bass Foundry & Machine Company,
Fort Wayne, Indiana.

Gentlemen:-

I hereby request and direct that you execute the deed for all the real estate, buildings, machinery, fixtures, tools, equipment and other properties owned by your Company and situate in the States of Alabama, Tennessee and Georgia, together with all notes and bills receivable acquired in the operation and conduct of the business ofyour Company at its plant at Rock Run, Alabama, purchased by me under my written proposal to your Company under date of June 4th, 1920, and accepted by you, to The Rock Run Iron Company, a corporation organized under the laws of the State of Alabama, subject to the lien of the mortgage of your Company to the Tri State Loan and Trust Company, Trustee, to secure an authorized issue of Five Hundred and Fifty Thousand Dollars ($550,000.00) face value of the bonds of your Company, of which bonds Three Hundred Ninety-six Thousand Dollars ($396,000.00) face value are now outstanding and unpaid and subject also to the payment of the debts and liabilities of the Bass Foundry and Machine Company incurred in the operation and conduct of its plant at Rock Run, Alabama, including unpaid taxes on said properties, which debts and liabilities so incurred in the operation of said plant at Rock Run shall be assumed and paid by The Rock Run Iron Company as and when the same become due.

Respectfully,

(Signed) J. H. Bass

MINUTES OF THE MEETING OF THE DIRECTORS
OF BASS FOUNDRY AND MACHINE COMPANY
HELD AT THE COMPANY'S OFFICE
IN THE CITY OF FT. WAYNE,
IND., JULY 21, 1920.

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A special meeting of the Directors of Bass Foundry and Machine Company was held at the Company's office at the City of Fort Wayne, Indiana, at 10:30 A. M. on the 21st day of July, 1920, pursuant to the call of the Vice-President and Secretary, and in accordance with the following notice, agreement and waiver signed by all of the Directors of this Company, and which notice, agreement and waiver are in the following words and figures:

NOTICE

"Notice is hereby given that there will be a special meeting of the Board of Directors of Bass Foundry and Machine Company to be held at the Company's office in the City of Fort Wayne, Allen County, Indiana, on the twenty-first day of July, 1920, at 10:30 A. M. to consider and take action upon the declaring of a stock dividend.

C. T. Strawbridge
Vice-President.

L. H. Link,
Secretary.

We, the undersigned Directors of Bass Foundry and Machine Company, hereby accept due service of the above notice and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, and hereby waive all objections to the time of the service of said notice, any rule of law of the by-laws of the said Company to the contrary notwithstanding.

(Signed) John H. Bass
C. T. Strawbridge,
Gaylard M. Leslie
L. H. Link
J. M. Garvin."

Those present were John H. Bass, C. T. Strawbridge, Gaylard M. Leslie and L. H. Link, being all of the Directors of said Company except J. M. Garvin. Mr. John H. Bass, President of the Company presided as chairman of the meeting, and the Secretary, L. H. Link, acted as such. The President called the meeting to order and stated that the object of the meeting was to consider and take action upon the declaring of a stock divident, thereupon Gaylard M. Leslie offered the following resolution and moved its adoption, which motion being duly seconded and put was adopted by the unanimous vote of all of said Directors present, which resolution is in the following words and figures:

"Whereas, the total outstanding common capital stock of this Company is One Million ($1,000,000.00) Dollars, and

Whereas, This Company now owns and is holding as Treasury Stock 7000 shares of common capital stock, and

Whereas, this Company has a surplus accumulated by increase in value of plant and by net earnings it is deemed advisable to declare a dividend of 70% on the oustanding stock of this Company out of such surplus, said dividend to be paid by the issue of stock of the Company, therefore be it

Resolved, That a stock dividend of seventy (70%) percent upon said amount of outstanding common capital stock of this Company, be and is hereby declared, the same to be paid in stock to the stockholders of this Company pro rata and in proportion to their respective holdings of the common capital stock of this Company heretofore issued and now outstanding, the surplus of the Company to be reduced to the amount par value of said stock so issued.

Resolved further, That the President and Treasurer of this Company be and they are hereby authorized and directed to issue Seven Hundred Thousand ($700,000.00) Dollars par value of the common capital stock of this Company and deliver same

to or upon the order of the stockholders of this Company pro rata and in proportion to their respective holdings."

There being no further business, the meeting upon motion was adjourned.

C T. Strawbridge
Chairman

Secretary.

Page 5 (A)

" 14 (B)

" 14 (C)

" 15 (D)

" 50

" 92-

" 100 = 3rd paragraph

MINUTES OF THE MEETING OF THE DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE AT THE CITY OF FORT WAYNE, INDIANA, ON MARCH 7TH, A.D. 1921.

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Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present J. H. Bass, C. T. Strawbridge, J. M. Barrett, G. M. Leslie, and L. H. Link. Owing to the deafness of Mr. Bass, C. T. Strawbridge presided as chairman of the meeting, and the Secretary, L. H. Link, acted as such.

The minutes of the previous meeting held March 1st, 1920, were read and approved. Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors are elected and qualified:

J. H. Bass, President
C. T. Strawbridge, Vice-President
J. M. Barrett, 2nd Vice-President
G. M. Leslie, Treasurer
L. H. Link, Secretary

There being no further business, the meeting upon motion was adjourned.

C T Strawbridge.
Vice-President

L H Link
Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
BASS FOUNDRY AND MACHINE COMPANY HELD
ON THE 3rd DAY OF DECEMBER, 1921.

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Stockholders of the Bass Foundry and Machine Company met at the Company's office on the 3rd day of December, 1921, at ten o'clock A.M. pursuant to the following notice and acceptance thereof:

"WE, THE UNDERSIGNED, being all of the stockholders of the Bass Foundry and Machine Company, a corporation organized under the laws of the State of Indiana, do hereby accept due notice of a special meeting of the stockholders of said Company to be held at the Company's office in the City of Fort Wayne, Indiana, on the 3rd day of December, 1921, at ten o'clock A.M. for the purpose of considering and taking action upon a proposition to increase the capital stock of the Company to the amount and extent of four hundred thousand dollars ($400,000) par value by the issue of six percent (6%) cumulative preferred stock and we hereby agree to hold said meeting at the time and place herein stated for said purpose and for the transaction of any other business that may come before said meeting, hereby waiving all questions as to the time, place or more specific statement of the purposes of the holding of said meeting, any rule of law or of the by-laws of the Company to the contrary notwithstanding. Dated this 1st day of December, 1921.

John H. Bass
Laura H. Bass
Grace Bass Leslie
Gaylord M. Leslie
Charles T. Strawbridge
L. Heeley Link
James M. Barrett

There were present at the meeting John H. Bass, Laura H. Bass, Grace Bass Leslie, Gaylord M. Leslie, Charles T. Strawbridge, L. Heeley Link and James M. Barrett, being all of the stockholders of said Company.

On motion of Mr. James M. Barrett, Mr. Gaylord M. Leslie was chosen Chairman and Mr. L. Heeley Link, Secretary of the meeting.

The chairman thereupon stated that the purposes and object of the meeting was to consider and take action upon a proposition to increase the capital stock of the Company to the amount and extent of four hundred thousand dollars ($400,000) and to issue four hundred thousand dollars ($400,000) par value of six percent cumulative stock of the Company.

The chairman then stated to the meeting that there were three hundred and seventy-five thousand dollars ($375,000) of the six percent bonds of this Company issued under and secured by the mortgage of this Company to the Tri-State Loan and Trust Company, Trustee, bearing date of August 1, 1917, issued and outstanding and unpaid and that it is desirable to issue four hundred thousand dollars ($400,000) par value of the six percent cumulative preferred stock of the Company for the purpose of taking up said bonds by sale of the stock or exchange of the preferred stock for the bonds or such part thereof as could be exchanged for bonds and for other corporate uses of the Company.

The matter was discussed and Mr. Charles T. Strawbridge offered the following resolution and moved its adoption, which motion being seconded by Mr. James M. Barrett and put was adopted by the unanimous vote of all the stockholders of the Company and which resolution is in the following words and figures, to-wit:-

"RESOLVED, that the capital stock of this Company be increased from one million seven hundred thousand ($1,700,000) dollars to two million one hundred thousand dollars ($2,100,000) par value by the issue of four hundred thousand dollars ($400,000) of six per-cent cumulative preferred stock and to that end and for that purpose, be it further

RESOLVED, that Article three of the Certificate of Incorporation of this Company be and it is hereby amended to read as follows:

The amount of capital stock of this Company shall be two million one hundred thousand dollars ($2,100,000), of which one million seven hundred thousand dollars ($1,700,000) par value shall be common stock divided into seventeen thousand (17,000) shares of one hundred dollars ($100) each, and four hundred thousand dollars $400,000) par value shall be preferred stock divided into four thousand (4,000) shares of one hundred dollars ($100) each, which stock shall be transferable only on the books of the Company by the holder thereof in person, or by duly authorized attorney upon surrender of the proper certificates therefor; and the holders of the preferred stock shall be entitled to receive and the Company shall be obliged to pay, out of the surplus of the net earnings arising from the business of the Company, cumulative dividends at the rate of, but not exceeding six percent (6%) per annum, payable in equal quarterly installments on the first days of January, April, July and October in each and every year, and the same shall be paid before any dividends shall be paid on the common stock of the Company. The holders of said shares of preferred stock shall in no event be individually or personally liable for the payment of any of the debts or liabilities of the Company.

In any application which shall be made of the funds or other

assets of this Company to the redemption or re-payment of its shares of capital stock, the shares of preferred stock shall be redeemed or repaid equally with all other outstanding shares of preferred stock of said Company at not exceeding the par value thereof (except upon redemption thereof as hereinafter provided) and all unpaid and accrued dividends in priority to the redemption or repayment in whole or in part of any of the shares of the common stock of this Company. The shares of stock represented by this certificate, or any of them, may be redeemed by the Company at any dividend paying period after the first day of January, 1925, by the payment of the par value thereof, together with the premium of two percentum (2%) thereon, and all accrued and unpaid dividends upon sixty days written or printed notice to that effect to the holders thereof, as shown by the books of the Company, mailed to such holder at his post-office address, as shown by said books, at the expiration of which time said shares of stock shall be deemed to be cancelled and dividends thereon shall cease and the holders thereof shall only be entitled to receive the par value thereof, together with said premiums and unpaid dividends accrued to the expiration of such time of redemption as hereinbefore provided, which shall be payable to said holder at the office of the Company upon demand and surrender of this certificate.

RESOLVED FURTHER that the president or one of the vice-presidents and secretary of this Company be and they are hereby authorized and directed to make the necessary certificate showing the adoption of the foregoing resolution and forward the same to the Secretary of State and the treasurer of the Company is hereby authorized and directed to pay to the Secretary of State the

necessary fees for the increase of said stock and the filing of the certificate therefor.

Mr. James M. Barrett then offered the following resolution and moved its adoption, which being seconded and put was unanimously carried by the vote of all the stockholders of the Company and which resolution is in the following words and figures, to-wit:-

"RESOLVED, that the certificates of said preferred stock be issued substantially in the form of the certificate attached hereto and made part hereof, and which form of certificate is in the following words and figures, to-wit:-

'INCORPORATED UNDER THE LAWS OF THE STATE OF INDIANA.

NO._____ BASS FOUNDRY AND MACHINE COMPANY _____ SHARES

PREFERRED STOCK $400,000
Shares $100. each

COMMON STOCK $1,700,000
Shares $100. each

THIS CERTIFIES that _____ is the owner of _____ fully paid and non-assessible shares of the par value of One Hundred Dollars ($100) each of the Preferred Capital Stock of Bass Foundry and Machine Company transferable only on the books of the Company by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

The holders of the preferred stock shall be entitled to receive and the Company shall be obliged to pay, out of the surplus or net earnings arising from the business of the Company, cumulative dividends at the rate of, but not exceeding, six percent (6%) per annum, payable in equal quarterly installments on the first days of January, April, July and October in each and every year, which shall be cumulative, and the same shall be paid before any dividends shall be paid on the common stock.

Upon any dissolution or liquidation of the Company (voluntary or a sale (voluntary or involuntary) or involuntary)/of all or substantially all of its assets, or upon any distribution of capital, there shall be first paid to the holder of the preferred stock the par value thereof, and the amount of all unpaid accrued or accruing dividends thereon before any sums shall be paid or any assets applied on the common stock.

The shares of stock represented by this certificate, or any of them, may be redeemed by the Company at any dividend paying period after January 1st, 1925, by the payment of the par value thereof, together with a premium of two percentum thereon, and all accrued and unpaid dividends, upon sixty days written or printed notice to that effect to the holder hereof, as shown by the books of the Company, mailed to such holder at his post-office address, as shown by said books, at the expiration of which time said shares of stock shall be deemed to be cancelled and dividends thereon shall cease and the holders thereof shall only be entitled to receive the par value thereof, together with said premium and unpaid dividends accrued to the expiration of such period of redemption, which shall be payable to said holder at the office of the Company upon demand and surrender of this certificate.

IN WITNESS WHEREOF said Company has caused this certificate to be signed by its president or one of its vice-presidents, and treasurer and its corporate seal to be hereto affixed, attested by its secretary, this _____ day of _____, 192__.

(SEAL

ATTEST. _____ President

_____ Secretary

_____ Treasurer' "

Mr. Charles T. Strawbridge then offered the following resolution and moved its adoption:-

"RESOLVED, that said certificates of preferred stock may be signed by the president or one of the vice-presidents of the Company."

There being no further business before the Stockholders, the meeting upon motion was adjourned.

C T Strawbridge
Vice-President

Secretary

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
OF BASS FOUNDRY AND MACHINE COMPANY
HELD DECEMBER 3rd, 1921.

ooo O ooo

The Directors of the Bass Foundry and Machine Company met immediately after the adjournment of the Stockholders' meeting this day held.

There were present John H. Bass, Gaylord M. Leslie, Charles T. Strawbridge, L. Heeley Link and James M. Barrett, being all of the Directors of the Company.

Mr. John H. Bass on account of his difficulty in hearing asked Mr. Charles T. Strawbridge to and who did act as Chairman of the meeting, Mr. L. Heeley Link, Secretary, acting as such.

The Chairman stated that the purpose of the meeting was to approve the minutes and the resolution of the Stockholders' meeting this day held.

Thereupon Mr. James M. Barrett offered the following resolution and moved its adoption, which motion being seconded and put was unanimously carried by the vote of all of the Directors and which resolution is in the following words:-

"RESOLVED, that the resolutions this date passed and adopted by the stockholders of this Company at their meeting this date held be and the same are in all respects approved, ratified and confirmed."

There being no further business, the meeting adjourned.

C T Strawbridge
Vice-President

Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 6th DAY OF MARCH A. D. 1922.

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The annual meeting of the Stockholders of Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 6th, 1922. There were present J. H. Bass, C. T. Strawbridge, J. M. Barrett, G. M. Leslie, and L. H. Link, and Mrs. Laura H. Bass and Mrs. G. M. Leslie by proxy, representing all of the stock of the Company. Owing to the deafness of Mr. Bass, C. T. Strawbridge presided as chairman of the meeting and the Secretary, L. H. Link, acted as such.

The minutes of the previous meeting held March 7th, 1921, were read and approved. The election of the Board of Directors to serve for the ensuing year being in order, J. H. Bass, C. T. Strawbridge, J. M. Barrett, G. M. Leslie and L. H. Link were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

L. H. Link
Secretary

C. T. Strawbridge
Vice-President

MINUTES OF THE MEETING OF THE DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE AT THE CITY OF FORT WAYNE, INDIANA, ON MARCH 6th, A.D., 1922.

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Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present J. H. Bass, C. T. Strawbridge, J. M. Barrett, G. M. Leslie, and L. H. Link. Owing to the deafness of Mr. Bass, C. T. Strawbridge presided as chairman of the meeting, and the Secretary. L. H. Link, acted as such.

The minutes of the previous meeting held March 7th, 1921 were read and approved. Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors are elected and qualified:

J. H. Bass, President
C. T. Strawbridge, Vice-President
J. M. Barrett, 2nd Vice-President
G. M. Leslie, Treasurer
L. H. Link, Secretary

There being no further business, the meeting upon motion was adjourned.

C. T. Strawbridge
Vice-President

L. H. Link
Secretary

ESTABLISHED 1853

Bass Foundry & Machine Company

BOILERS, TANKS AND GENERAL MACHINE WORK

J.H.Bass, Prest.
C.T.Strawbridge, Vice Prest.
G.M.Leslie, Treas.
L.H.Link, Secretary

CAR WHEELS, CASTINGS, HEAVY IRON & STEEL FORGINGS

FORT WAYNE, IND.

March 25th, 1922.

DIRECTORS MEETING.

NOTICE is hereby given that there will be a meeting of the Board of Directors of the Bass Foundry and Machine Company held at the Company's office in the city of Fort Wayne, Allen County, Indiana, on the 29th day of March, 1922, at ten o'clock A.M., for the purpose of considering and taking action upon a proposition for the payment of the six per cent. dividend on the outstanding preferred stock of the Company.

Dated March 25th, 1922.

C.T.Strawbridge
Vice-President.

L.H.Link
Secretary.

J. H. Bass.
C.T.Strawbridge.
J.M.Barrett.
G.M.Leslie.
L.H.Link.

MINUTES OF THE MEETING OF THE DIRECTORS
OF BASS FOUNDRY & MACHINE COMPANY, HELD
on the 29th DAY OF MARCH, 1922.

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The Directors of Bass Foundry & Machine Company met at the Company's Office on the 29th day of March, 1922, at ten o'clock A.M. pursuant to the following notice:

"Fort Wayne, Ind., March 25, 1922.

DIRECTORS MEETING.

"NOTICE is hereby given that there will be a meeting of the Board of Directors of the Bass Foundry and Machine Company held at the Company's Office in the City of Fort Wayne, Allen County, Indiana, on the 29th day of March, 1922, at ten o'clock A.M., for the purpose of considering and taking action upon a proposition for the payment of the six percent dividend on the outstanding preferred stock of the Company.

Dated March 25th, 1922

C. T. Strawbridge
Vice-President

L. H. Link
Secretary"

There were present at the meeting Charles T. Strawbridge, James M. Barrett, G. M. Leslie, and L. H. Link, being all of the Directors except J. H. Bass. Mr. Charles T. Strawbridge presided as Chairman of the meeting, and the Secretary, L. H. Link, acted as such.

The Chairman thereupon stated that the purpose and object of the meeting was to consider and take action upon a proposition for the payment of the 6% dividend on the outstanding preferred stock of the Company. The matter was discussed and Mr. G. M. Leslie offered the following resolution and moved its adoption, which motion being seconded by L. H. Link and put, was adopted by

the unanimous vote of all the Directors present, and which resolution is in the following words and figures:

> "Resolved that a dividend of six (6%) percent be and the same is hereby declared for the year 1922 on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company quarterly as the same becomes due and payable, in accordance with the terms of the certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

C. T. Strawbridge
Vice-President

Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY HELD AT THE COMPANY'S OFFICE IN THE CITY OF FORT WAYNE, INDIANA, ON JANUARY 24TH, 1923.

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A special meeting of the Directors of the Bass Foundry and Machine Company was held at the Company's office at the City of Fort Wayne, Indiana, at 10:00 A.M., on the 24th day of January, 1923, in accordance with the following notice, agreement and waiver signed by all of the Directors of this Company, and which notice, agreement and waiver are in the following words and figures: ---

"Notice is hereby given that there will be a special meeting of the Board of Directors of the Bass Foundry & Machine Company to be held at the Company's Office in the City of Fort Wayne, Allen County, Indiana, on the 24th day of January, 1923, at 10 o'clock A.M., for the purpose of electing a president of the Company and fixing a salary therefor.

C. T. STRAWBRIDGE,
Vice-President.

L. H. LINK,
Secretary.

We, the undersigned, being all the directors of the Bass Foundry & Machine Company, hereby agree to hold a meeting of the directors of said Company at the office of the Bass Foundry & Machine Company, 1602 Hanna Street in the City of Fort Wayne, Indiana, on the 24th day of January, 1923, at 10 o'clock A.M., for the purpose of electing a president of the Company and fixing a salary therefor, hereby waiving any other or further notice."

Dated January 17th, 1923.

(Signed) C. T. Strawbridge,
G. M. Leslie,
L. H. Link,
J. M. Barrett.

Those present were C. T. Strawbridge, Gaylard M. Leslie, J. M. Barrett and L. H. Link, being all of the Directors of said Company. Mr. C. T. Strawbridge, Vice-President of the Company, presided as chairman of the meeting and the Secretary, L. H. Link, acted as such. The minutes of the previous meeting, held March 6th, 1922, were read and approved. Upon motion duly put and seconded, Gaylard M. Leslie was elected President, at a salary of $6,000.00 per year, to serve until the next annual meeting and until his successor is elected and qualified.

There being no further business, the meeting, upon motion, was adjourned.

C. T. Strawbridge
Vice-President.

L. H. Link
Secretary.

MINUTES OF THE MEETING OF THE STOCKHOLDERS
OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE
COMPANY'S OFFICE ON THE 5th DAY OF MARCH, A.D. 1923.

The annual meeting of the Stockholders of Bass Foundry & Machine Co. was held at the Company's office at Fort Wayne, Indiana, March 5th, 1923. There were present G. M. Leslie, C. T. Strawbridge, J. M. Darrett, Mrs. Laura H. Bass, Mrs. G. M. Leslie, A. W. Pickard, and L. H. Link. Mr. Darrett, as executor, also represented and voted the stock held by the estate of the late John H. Bass. G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such. The minutes of the previous meeting held March 6th, 1922, were read and approved. The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, C. T. Strawbridge, J. M. Darrett, A. W. Pickard, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE AT THE CITY OF FORT WAYNE, INDIANA, ON MARCH 5th, A.D. 1923.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link. G. M. Leslie presided as Chairman of the meeting and L. H. Link acted as Secretary. The minutes of the previous meeting, held January 24th, 1923, were read and approved. Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors are elected and qualified:-

G. M. Leslie, President-Treasurer.
C. T. Strawbridge, Vice President.
J. M. Barrett, 2nd Vice President.
L. H. Link, Secretary.

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

"Resolved, that a dividend of six (6%) percent be and the same is hereby declared for the year 1923, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company quarterly as the same becomes due and payable, in accordance with the terms of the certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

G. M. Leslie
President

L. H. Link
Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 12th DAY OF DECEMBER, A.D. 1923.

A meeting of the Stockholders of the Bass Foundry & Machine Company was held on December 12th, 1923, at 9:00 A.M., pursuant to the call of the President and Secretary, and in accordance with the following notice, agreement and waiver, signed by all of the Stockholders of this Company, which notice, agreement and waiver are in the following words and figures:-

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We, the undersigned, Stockholders of the Bass Foundry & Machine Company of Fort Wayne, Indiana, hereby accept due notice of and agree to hold a meeting of the Stockholders of said Company at the Company's office in the City of Fort Wayne, Indiana, on Wednesday, the 12th day of December, 1923, at 9:00 o'clock A.M. for the purpose of considering and taking action upon a proposition and resolution to sell and convey to Pittsbrugh, Fort Wayne and Chicago Railway Company, a parcel of land situated in the City of Fort Wayne, Allen County, State of Indiana, bounded and described as follows, to wit:-

Beginning at a point in the northwesterly corner of Monroe Street and the alley immediately north of Wallace Street; thence westwardly along the northerly line of said alley a distance of seven hundred eighty (780) feet, more or less, to a point in the easterly line of the first alley east of LaFayette Street; thence northwardly along the easterly line of said alley sixteen feet (16) to a point; thence eastwardly parallel with and sixteen feet (16) distant from the northerly line of said alley north of Wallace Street seven hundred twenty feet (720) to a point; thence north-eastwardly to a point in the westerly line of Monroe Street thirty-six (36) feet north of the place of beginning; thence southwardly along the westerly line of said Monroe Street thirty-six (36) feet to the place of beginning, containing three tenths (0.3) of an acre, more or less,

for the sum of Ten Thousand Six Hundred Twenty-Five Dollars,

($10,625.00), hereby waiving all objections to the time of the holding of said meeting, any rule or law or the by-laws of the Company to the contrary notwithstanding.

Dated this 12th day of December, 1923.

(Signed) Laura H. Bass
J. M. Barrett
Executors of John H. Bass Estate.

Laura H. Bass
G. M. Leslie
C. T. Strawbridge
L. H. Link
Grace Bass Leslie
J. M. Barrett
A. W. Pickard

There were present: G. M. Leslie, C. T. Strawbridge, J. M. Barrett, Laura H. Bass, Grace Bass Leslie, A. W. Pickard, and L. H. Link, representing all of the shares of the stock.

Mr. J. M. Barrett, as Executor, represented and voted the stock held by the Estate of the late John H. Bass.

G. M. Leslie, President, presided as Chairman, and L. H. Link, Secretary, acted as such.

The minutes of the previous meeting held March 5th, 1923, were read and approved.

The President stated that the object of the meeting was to consider and take action upon the proposed sale of certain real estate owned by this Company, and thereupon C. T. Strawbridge offered the following resolution and moved its adoption, which motion being duly seconded by J. M. Barrett, and put, was adopted by the unanimous vote of all Stockholders present, which resolution is in the following words and figures:-

RESOLUTION OF STOCKHOLDERS

RESOLVED, that the Board of Directors of this Company be and they are hereby authorized and directed to cause to be sold and conveyed to Pittsburgh, Fort Wayne & Chicago Railway Company and its successors and assigns, for the sum of Ten Thousand Six Hundred Twenty-Five Dollars ($10,625.00), the following tract or parcel of land being part of lots One Hundred Fifty-Two (152) to One Hundred Sixty-Five (165) both inclusive, being a part of Clay Street vacated in Lewis' Addition to the City of Fort Wayne, in Allen County, more particularly described as follows:-

All that certain tract or parcel of land situated in the City of Fort Wayne, County of Allen and State of Indiana, and being further described, as follows, to wit:-

Parts of Lots numbers One Hundred and Fifty-Two (152), One Hundred Fifty-Three (153), One Hundred and Fifty-Four (154), One Hundred Fifty-Five (155), One Hundred and Fifty-Six (156), One Hundred and Fifty-Seven (157), One Hundred and Fifty-Eight (158), One Hundred and Fifty-Nine (159), One Hundred and Sixty (160), One Hundred and Sixty-One (161), One Hundred and Sixty-Two (162), One Hundred and Sixty-Three (163), One Hundred and Sixty-Four (164), and One Hundred and Sixty-Five (165), and a part of Clay Street vacated in Lewis' Addition, as recorded in Volume Y, Page 536, of the Deed records of said County, -

the deed for such premises to contain such covenants and agreements as to said Board may seem best and proper.

A statement was presented, signed by owners and holders of Thirty-One Hundred and Forty (3140) shares of the Thirty-Five Hundred and Ninety (3590) total shares of outstanding Preferred Stock, consenting and agreeing to the sale and conveyance by this Company to the Pittsburgh, Fort Wayne and Chicago Railway Company, of the parcel of land described above, and J. M. Barrett moved that this original agreement be made a part of this record, which motion being duly seconded and put, was adopted by the unanimous vote of all Stockholders present.

We, the undersigned, atockholders of the Bass Foundry and Machine Company, of Fort Wayne, Indiana, hereby accept due notice of and agree to hold a meeting of the stockholders of said company at the company's office in the city of Fort Wayne, Indiana, on Tuesday, the 12th day of December, 1923, at 9 o'clock A. M. for the purpose of considering and taking action upon a proposition andrresolution to sell and convey to Pittsburgh, Fort Wayne and Chicago Railway Company, a parcel of land situated in the City of Fort Wayne, Allen County, State of Indiana, bounded and described as follows, to-wit:

Beginning at a point in the northwesterly corner of Monroe Street and the alley immediately North of Wallace Street; thence westwardly along the northlrly line of said alley a distance of seven hundred eighty (780) feet, more or less to a point in the easterly line of the first alley East of Lafayette Street; thence northwardly along the easterly line of said alley sixteen feet (16) to a point; thence eastwardly parallel with and sixteen feet (16) distant from the northerly line of said alley North of Wallace Street seven hundred twenty feet (720) to a point; thence northeastwardly to a point in the westerly line of Monroe Street thirty-six (36) feet north of the place of beginning; thence southwardly along the westerly line of said Monroe Street thirty-six (36) feet to the place of beginning. Containing three tenths (0.3), of an acre, more or less,

for the sum of Ten Thousand Six Hundred Twenty-five Dollars ($10,625.00) hereby waiving all objections to the time of the holding of said meeting, any rule or law of the by-laws of the company to the contrary notwithstanding.

Dated this 11th day of December, 1923.

Laura H. Bass

J. M. Barrett

Executors of John H. Bass Estate.

Laura H. Bass

G. M. Leslie

C. T. Strawbridge.

J. M. Barrett

Grace Bass Leslie

There being no further business the meeting upon motion was adjourned.

Chairman

Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE, AT THE CITY OF FORT WAYNE, INDIANA, ON THE 12th DAY OF DECEMBER, A.D. 1923.

Following the meeting of the Stockholders a special meeting of the Board of Directors was held, and in accordance with the following notice, agreement and waiver, signed by all of the Directors of this Company, which notice, agreement and waiver are in the following words and figures:-

We, the undersigned, directors of Bass Foundry & Machine Company, hereby accept due notice of and agree to hold a meeting of the Board of Directors of said Company at the office of the Company in the City of Fort Wayne, Indiana, on the 12th day of December, 1923, at 10 o'clock, A.M., for the purpose of considering and taking action upon the proposed sale of a part of lots One Hundred Fifty-Two (152) to One Hundred Sixty-Five (165) inclusive, in Lewis' Addition, being and lying adjoining the north line of the first alley north of Wallace Street in the City of Fort Wayne, to the Pittsburgh, Fort Wayne and Chicago Railway Company, hereby waiving all objections to the time of holding said meeting, any rule of law or the by-laws of the Company to the contrary notwithstanding.

Dated this 12th day of December, 1923.

(Signed)

C. M. Leslie
C. T. Strawbridge
L. H. Link
J. M. Barrett
A. W. Pickard

There were present:- G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link, being all of the Directors of said Company.

G. M. Leslie, President, presided as Chairman of the meeting, and L. H. Link, Secretary, acted as such.

The President called the meeting to order and stated that the object of the meeting was to take action upon a proposition to sell and convey, and to approve the resolution of the Stockholders to sell and convey a part of lots One Hundred and Fifty-Two (152) to One Hundred and Sixty-Five (165), inclusive, in Lewis' Addition, in the City of Fort Wayne, Indiana, to the Pittsburgh, Fort Wayne and Chicago Railway Company. Thereupon J. M. Barrett offered the following resolution and moved its adoption, which motion being duly seconded and put, was adopted by the unanimous vote of all of said Directors present, which resolution is in the following words and figures:-

RESOLUTION OF DIRECTORS

RESOLVED, that the resolution this day passed and adopted by the Stockholders of this Company at a meeting thereof duly called and held for the sale and conveyance of a tract or parcel of land to the Pittsburgh, Fort Wayne and Chicago Railway Company, be and the same is hereby in all things approved, confirmed and ratified, and the President and Secretary of this Company be and they are hereby authorized and directed to execute to said Railway Company a special warranty deed for conveyance of the premises in said resolution of said stockholders described, upon the payment of Ten Thousand Six Hundred Twenty-Five Dollars, ($10,625.00), the form of which is now presented to the Board and is hereby approved and ratified.

There being no further business the meeting upon motion was

adjourned.

Chairman

Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE
COMPANY'S OFFICE ON THE 3rd DAY OF MARCH, A.D. 1924.

The annual meeting of the Stockholders of Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 3rd, 1924. There were present G. M. Leslie, C. T. Strawbridge, J. M. Barrett, Mrs. Laura H. Bass, Mrs. G. M. Leslie, A. W. Pickard, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held December 12th, 1923, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 3rd DAY OF MARCH, A.D. 1924.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held December 12th, 1923, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors are elected and qualified:-

G. M. Leslie, President-Treasurer.
C. T. Strawbridge, Vice President.
J. M. Barrett, 2nd Vice President.
L. H. Link, Secretary.

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

"Resolved, that a dividend of six percent (6%) be, and the same is hereby declared for the year 1924, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company quarterly as the same becomes due and payable, in accordance with the terms of the certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

President

Secretary

We, the undersigned, Stockholders of The Rock Run Iron Company, hereby accept due notice of and agree to hold a meeting of the Stockholders of said Company at the Company's office in the City of Fort Wayne, Indiana, on Tuesday, the 9th day of September, 1924, at 9;00 A.M., for the purpose of considering and taking action upon a proposition and resolution to sell and convey to Edward and Thomas Ingram a parcel of land situated in Cherokee County, State of Alabama, bounded and described as follows, to wit:

Beginning at the Southeast corner of the Northeast quarter of the Southwest quarter of Section seven (7) Township twelve (12) Range eleven (11), thence North along the land line fifty-six (56) rods to the center of the Public Road where the White Ford Road intersects said Public Road; thence in a Northwest direction along the center of the White Ford Road with its meanderings to the White Ford on Frog Creek; thence down said Creek with its meanderings to a line running East and West through the center of the Southeast quarter of the Southwest quarter of Section twelve (12) Township twelve (12) Range ten (10); thence East along said line to a cement corner post on the East side of the Southeast quarter of the Southwest quarter of Section twelve (12) Township twelve (12) Range ten (10); thence on a straight line to the Southwest corner of the Northeast quarter of the Southeast quarter of Section twelve (12); thence East along the land line to the beginning point, containing 257-3/4 acres, more or less, situated in Section seven (7) Township twelve (12) Range eleven (11) and Section twelve (12) Township twelve (12) Range ten (10). All in Cherokee County, Alabama.

It is expressly agreed and understood that the party of the first part has reserved and does hereby reserve the Mill building, contents and appurtenant thereto belonging, with the right to go in and out at any time for the purpose of tearing down, removing, or any other purpose which may seem proper to them, -

for the sum of Thirty-Five Hundred Dollars ($3500.00), hereby waiving all objections to the time of the holding of said meeting, any rule or law, or the by-laws of the Company to the contrary notwithstanding.

Dated this 9th day of September, 1924.

G. M. Leslie

C. T. Strawbridge

Laura A. Bass

Grace Bass Leslie

J. M. Barrett

J. M. Barrow

L. H. Leslie

We, the undersigned, Directors of The Rock Run Iron Company, hereby accept due notice of and agree to hold a meeting of the Board of Directors of said Company, at the office of the Company in the City of Fort Wayne, Indiana, on the 9th day of September, 1924, at 10:00 A.M. for the purpose of considering and taking action upon the proposed sale of a parcel of land situated in Cherokee County, Alabama, to Edward and Thomas Ingram, hereby waiving all objections to the time of holding said meeting, any rule or law, or the by-laws of the Company to the contrary notwithstanding.

Dated this 9th day of September, 1924.

J. M. Leslie

C. T. Strawbridge

[illegible]

F. M. Barrett

J. M. Garvin

KNOW ALL MEN BY THESE PRESENTS that the undersigned, a stockholder in The Rock Run Iron Company, hereby names, constitutes and appoints G. M. Leslie as my substitute and proxy, for me and in my name and behalf to vote at the stockholders' meeting of said Company, which is to be held at the Company's office, in the City of Fort Wayne, Allen County, Indiana, on the 9th day of September, 1924, as fully and with like effect as I might or could do if personally present and voting thereat.

In witness whereof, I have hereunto set my hand this 9th day of September, 1924.

J. M. Garvin

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE
COMPANY'S OFFICE ON THE 2nd DAY OF MARCH, A.D. 1945.

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 2nd, 1945. There were present G. M. Leslie, C. T. Strawbridge, J. M. Barrett, Mrs. Laura P. Bass, Mrs. G. M. Leslie, A. W. Pickard, and L. M. Link.

G. M. Leslie, the President, presided as Chairman, and L. M. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 3rd, 1944, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. M. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President

L M Link
Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE MASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 2nd DAY OF MARCH, A.D. 1925.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, C. T. Strawbridge, J. H. Barrett, A. W. Fichard, and L. M. Link.

G. M. Leslie presided as Chairman of the meeting, and L. M. Link acted as Secretary. The minutes of the previous meeting held March 3rd, 1924, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer.
C. T. Strawbridge, Vice President.
J. H. Barrett, 2nd Vice President.
L. M. Link, Secretary.

The following resolution was offered, which being seconded and put, was accepted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

"Resolved, that a dividend of six percent (6%) be, and the same is hereby declared for the year 1925, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company quarterly as the same becomes due and payable, in accordance with the terms of the certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

G M Leslie
President

L M Link
Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 1st. DAY OF MARCH, A.D. 1926.

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 1st, 1926. There were present G.M. Leslie, C. T. Strawbridge, J. M. Barrett, Mrs. Laura M. Bass, Mrs. G. M. Leslie, A. W. Pickard, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 2nd, 1925, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President.

L H Link
Secretary.

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 1st. DAY OF MARCH, A.D. 1926.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 2nd, 1925, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President - Treasurer.
C. T. Strawbridge, Vice President.
J. M. Barrett, 2nd Vice President.
L. H. Link, Secretary.

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

"Resolved, that a dividend of six percent (6%) be, and the same is hereby declared for the year 1926, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company, quarterly as the same becomes due and payable, in accordance with the terms of the certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

G M Leslie
President.

L H Link
Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 7th DAY OF MARCH, A.D. 1927

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The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 7th, 1927. There were present G. M. Leslie, C. T. Strawbridge, J. M. Barrett, Mrs. Laura H. Bass, Mrs. G. M. Leslie, A. W. Pickard, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L.H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 1st, 1926, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President.

L H Link
Secretary.

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 7th DAY OF MARCH, A.D. 1927.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present C. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link.

C. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 1, 1926, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

C. M. Leslie, President - Treasurer
C. T. Strawbridge, Vice President
J. M. Barrett, 2nd Vice President
L. H. Link , Secretary

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

"Resolved, that a dividend of six percent (6%) be, and the same is hereby declared for the year 1927, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company, quarterly as the same becomes due and payable, in accordance with the terms of the certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

C M Leslie
President.

L H Link
Secretary.

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 5th DAY OF MARCH, A.D. 1928

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 5th, 1928. There were present G. M. Leslie, C. T. Strawbridge, J. M. Barrett, Mrs. Laura H.Bass, Mrs. G. M. Leslie, A. W. Pickard, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 7th, 1927, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

President

Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 5th DAY OF MARCH, A.D. 1928.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, C. T. Strawbridge, J. M. Barrett, A. W. Pickard, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 7th, 1927, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer
C. T. Strawbridge, Vice President
J. M. Barrett, 2nd Vice President
L. H. Link , Secretary

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

> "Resolved, that a dividend of six percent (6%) be, and the same is hereby declared for the year 1928, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company, quarterly as the same becomes due and payable, in accordance with the terms of the Certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 4th DAY OF MARCH, 1929, A.D.

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 4th, 1929. There were present G. M. Leslie, Mrs. Laura H. Bass, Mrs. G. M. Leslie, A. W. Pickard, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 5th, 1928, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, J. M. Barrett, Jr., A. W. Pickard, John Bass Leslie, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G. M. Leslie
President

L. H. Link
Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 4th DAY OF MARCH, A.D. 1929.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, J. M. Barrett, Jr., A. W. Pickard, John Bass Leslie, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 5th, 1928, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer
John Bass Leslie, Assistant Treasurer
L. H. Link, Secretary

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

"Resolved, that a dividend of six per cent (6%) be, and the same is hereby declared for the year 1929, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company, quarterly as the same becomes due and payable, in accordance with the terms of the Certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

G M Leslie
President

Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE
COMPANY'S OFFICE ON THE 3rd DAY OF MARCH, A.D. 1930.

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 3rd, 1930. There were present G. M. Leslie, Mrs. Laura H. Bass, Mrs. G. M. Leslie, A. W. Pickard, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 4th, 1929, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, J. M. Barrett, Jr., A. W. Pickard, John Bass Leslie, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President

Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 3rd. DAY OF MARCH, A.D. 1930.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, J. M. Barrett, Jr., A. W. Pickard, John Bass Leslie, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 4th, 1929, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer
John Bass Leslie, Assistant Treasurer
L. H. Link, Secretary

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

"Resolved, that a dividend of six per cent (6%) be, and the same is hereby declared for the year 1930, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company, quarterly as the same becomes due and payable, in accordance with the terms of the Certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

G M Leslie
President

Secretary

Edward Gore & Co.

WILLIAM B. BOULTER, C.P.A.
EDWARD B. WILCOX, C.P.A.
DAVID K. HARBINSON, C.P.A.
GEORGE R. BEELER, C.P.A.

CERTIFIED PUBLIC ACCOUNTANTS

1001 FORT WAYNE BANK BUILDING

FORT WAYNE 2, INDIANA

CHICAGO OFFICE
135 SOUTH LA SALLE STREET

April 23, 1954

Invoice #4425

Bass Foundry and Machine Company
201 Central Building
Fort Wayne, Indiana

To preparation of corporation federal income tax return for 1953. $30.00

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF BASS FOUNDRY AND MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 20th DAY OF JUNE, A. D. 1930

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A meeting of the stockholders of Bass Foundry and Machine Company was held on June 20th, 1930, at ten o'clock A.M., pursuant to the call of the President and Secretary, and in accordance with the following notice, agreement and waiver signed by all of the Stockholders of this Company, and which notice, agreement and waiver are in the following words and figures:-

NOTICE

Notice is hereby given that there will be a special meeting of the Stockholders of Bass Foundry & Machine Company to be held at the Company's office in the city of Fort Wayne, Allen County, Indiana on the 20th day of June, 1930 at 10:00 A.M. to consider and take action by said Stockholders upon the proposed purchase of all of the capital stock of the Fort Wayne Foundry and Machine Company, a corporation organized under the laws of the state of Indiana.

(Signed) _____
G. M. Leslie - President

(Signed) _____
L. H. Link - Secretary

We, the undersigned Stockholders of Bass Foundry & Machine Company, hereby accept due service of the above notice and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, hereby waiving all objections to the time of service of said notice, any rule of law or the by-laws of the Company to the contrary notwithstanding.

(Signed by) Laura H. Bass, Grace Bass Leslie
Gaylard M.Leslie, A. W. Pickard
John Bass Leslie, Anna M. Strawbridge
J. M. Barrett, Jr., and L. H. Link

There were present: Laura H. Bass, Grace Bass Leslie, Gaylard M. Leslie, A. W. Pickard, John Bass Leslie, J. M. Barrett, Jr., and L. H. Link, representing all of the present outstanding shares of capital stock except 100 shares of common stock held by Anna M. Strawbridge. of the Company, / Mr. Gaylard M. Leslie, the President of the Company presided as Chairman of the meeting and the Secretary, L. H. Link, acted as such.

The President called the meeting to order and stated that the object of the meeting was to consider and take action by said Stockholders upon the proposed purchase of all of the capital stock of the Fort Wayne Foundry and Machine Company, a corporation organized under the laws of the state of Indiana.

Thereupon, A. W. Pickard offered the following resolution and moved its adoption, which motion being duly seconded and put was adopted by the unanimous vote of all of said stockholders present, which resolution is in the following words and figures:

"WHEREAS, the stockholders of the Fort Wayne Foundry and Machine Company have made a proposition to this Company to sell the entire capital stock of said Fort Wayne Foundry and Machine Company at a price of eighty dollars ($80.00) per share, a copy of which proposition is attached to this resolution and made a part hereof, and

Whereas, it is to the advantage and will be to the benefit of this Company to accept said proposition and to purchase said stock, therefore be it

RESOLVED that the Board of Directors of this Company be and they are hereby authorized and directed to cause to be accepted said written proposition for and on behalf of this Company for the consideration named in said proposition.

Resolved further that said Board of Directors, President, and Secretary of the Company be and they are hereby further authorized and empowered to do all other things and execute or cause to be executed all other instruments that may be necessary or proper to fully carry out and perform said contract."

PROPOSITION OF STOCKHOLDERS OF FORT WAYNE FOUNDRY AND MACHINE COMPANY

Fort Wayne, Indiana
June 19th, 1930.

To: Bass Foundry and Machine Company
Fort Wayne, Indiana.

Gentlemen:-

We, the undersigned, being all of the stockholders of the Fort Wayne Foundry and Machine Company, a corporation organized under the laws of the state of Indiana, hereby offer and agree to sell the shares of stock in the Fort Wayne Foundry and Machine Company owned by us, being the entire capital stock of said Company at eighty dollars ($80.00) per share, to be paid for upon the assignment and delivery of stock certificates to the President of said Bass Foundry and Machine Company.

(Signed) Laura H. Bass, C. M. Leslie
A. W. Pickard, John Bass Leslie
James M. Barrett,Jr., and L. H. Link

There being no further business the meeting upon motion was adjourned.

Chairman

Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE IN THE CITY OF FORT WAYNE, INDIANA, ON JUNE 20th, A.D. 1930

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called pursuant to the call of the President and Secretary and in accordance with the following notice, agreement and waiver signed by all of the Directors of this Company, and which notice, agreement and waiver are in the following words and figures:

NOTICE

"Notice is hereby given that there will be a special meeting of the Board of Directors of Bass Foundry and Machine Company, to be held at the Company's office in the city of Fort Wayne, Allen County, Indiana, on the 20th day of June, 1930, at 10:30 A.M. to consider and take action upon the proposed purchase of all of the capital stock of the Fort Wayne Foundry and Machine Company, a corporation organized under the laws of the state of Indiana."

(Signed) _____
G. M. Leslie - President

(Signed) _____
L. H. Link - Secretary

We, the undersigned Directors of Bass Foundry and Machine Company hereby accept due service of the above notice and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, hereby waiving all objections to the time of the service of said notice, any rule of law or the by-laws of the said Company to the contrary notwithstanding.

(Signed) G. M. Leslie
A. W. Pickard
John Bass Leslie
J. M. Barrett, Jr.
L. H. Link

There were present: G. M. Leslie, A. W. Pickard, John Bass Leslie, J. M. Barrett,Jr., and L. H. Link, being all the Directors of said Company.

Mr. G. M. Leslie, President of the Company presided as Chairman of the meeting and the Secretary, L. H. Link, acted as such. The President called the meeting to order and stated that the object of the meeting was to take action on the proposed purchase of all of the capital stock of the Fort Wayne Foundry and Machine

Company, a corporation organized under the laws of the state of Indiana.

Thereupon, James M. Barrett, Jr. offered the following resolution and moved its adoption, which motion being duly seconded and put was adopted by the unanimous vote of all of said Directors present, which resolution is in the following words and figures:

RESOLVED that the action of the stockholders at their meeting this day held, authorizing and directing this Board to accept the proposition of the stockholders of the Fort Wayne Foundry and Machine Company for the sale of all of the capital stock of said Company, which proposition was made a part of the resolution adopted by said stockholders for the purchase of this stock, be and the same is hereby in all things approved.

Resolved, further that the President of this Company be and he is hereby authorized and directed for and on behalf of this Company and in its name to accept the said proposition of the said stockholders.

Resolved, further that the President and Secretary, be and they are hereby authorized and directed to do all other things and to execute all other instruments that may be proper or necessary to fully carry out the contract of this Company with said stockholders.

There being no further business the meeting upon motion was adjourned.

G. M. Leslie - President

L. H. Link - Secretary

MINUTES OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
BASS FOUNDRY AND MACHINE COMPANY.
- - - - - - - - - - - - - - - - -

A special meeting of the Board of Directors of Bass Foundry & Machine Company was held at the office of the Company in the City of Fort Wayne, Indiana, on the 8th day of July, 1930, at 2 o'clock, P. M. pursuant to the following waiver of notice, signed by all of the members of the Board:

"WAIVER OF NOTICE."

"We, the undersigned, being all of the members of the Board of Directors of Bass Foundry & Machine Company, do hereby waive notice of a special meeting of the Board of Directors of said Company to be held at the office of the Company in the City of Fort Wayne, Indiana, on the 8th day of July, 1930, at 2 o'clock, P. M. for the purpose of authorizing the execution of a contract between John Bass Leslie and James M. Barrett, Jr., Bass Foundry & Machine Company and Fort Wayne Foundry & Machine Company for effecting a reorganization of said two Companies and for considering and taking action upon a proposition to dissolve the Company, and we hereby consent to the holding of said meeting at the time and place and for the purposes aforesaid, any rule of law or the By Laws of the Company to the contrary notwithstanding.

Gaylard M. Leslie

L. Heeley Link

A. W. Pickard

John Bass Leslie

James M. Barrett, Jr.

All of the Directors were present in person.

Gaylard M. Leslie, President of the Company, presided at the meeting and L. Heeley Link, Secretary of the Company, acted as Secretary.

The President stated that the meeting was called to consider and take action upon a proposition of reorganization whereby the Company and Fort Wayne Foundry & Machine Company would sell and convey all of their assets to Bass Foundry & Machine Corporation, a new corporation to be formed under The Indiana General Corporation Act, and whereby said new corporation would issue certain shares of its capital stock in exchange for such assets.

The President then submitted to the meeting a form of contract between John Bass Leslie and James M. Barrett, Jr., Bass Foundry & Machine Company and Fort Wayne Foundry & Machine Company for the purpose of effecting such re-organization, which contract was in the following words and figures, to-wit:

A G R E E M E N T

THIS AGREEMENT, made and executed in triplicate this _____ day of _____, 1930, by and between John Bass Leslie and James M. Barrett, Jr., hereinafter called the "Incorporators," parties of the first part, Bass Foundry & Machine Company, an Indiana corporation, hereinafter called "Bass Company," party of the second part, and Fort Wayne Foundry & Machine Company, an Indiana corporation, hereinafter called "Fort Wayne Company," party of the third part, WITNESSETH, THAT:

WHEREAS, the parties hereto deem it advisable, pursuant to a plan of reorganization, to have Bass Foundry & Machine Corporation (herein called "New Company"), a new corporation to be formed by the Incorporators, acquire all of the assets of every kind and description, tangible and intangible, real, personal and mixed, including the business and good will, of Bass Company and Fort W ayne Company, and assume all of the debts and liabilities of said Companies and issue to the Stockholders of the Bass Company certain shares of stock, as hereinafter set forth, NOW,

THEREFORE, for and in consideration of the several and mutual covenants of the parties hereto and of the sum of One Dollar ($1.00) in hand paid to each of the parties hereto by the others, receipt whereof is hereby acknowledged, and in order to carry out such plans of reorganization, it is agreed by and between the parties as follows:

1. The said assets and properties of the Bass Company and Fort Wayne Company shall be conveyed, transferred and delivered to the New Company by good and sufficient deeds, bills of sale, endorsements, assignments and other good and sufficient instruments of transfer and conveyance, at such time, not later than October 1, 1930, as shall be designated by the New Company.

2. On the receipt of the instruments of transfer and conveyance, the New Company shall, by proper instruments in writing delivered to Bass Company and Fort Wayne Company, assume the payment of the debts and liabilities of Bass Company and Fort Wayne Company.

3. The New Company shall issue, in the name of the stockholders of Bass Company, certificates for the same number of shares of the capital stock of Bass Company, (whether preferred or common) held by such stockholders on the date of the delivery of such instruments of transfer and conveyance, which certificates of stock shall be delivered to the stockholders in whose names they are issued, upon the delivery to Bass Company of the certificates representing the stock of said Company then held by such stockholders, properly endorsed. The preferred capital stock of the New Company shall have the par value of One Hundred Dollars ($100.00) per share, shall bear cumulative quarterly dividends at the rate of six per cent. (6%) per annum, shall be redeemable in whole or in part at the option of the New Company at the par value thereof, together with a premium of two per cent. (2%) thereon and accrued dividends, and such dividends shall be paid or a sum sufficient for the payment thereof shall be set apart before any dividends shall be paid upon the common stock of the New Company.

Upon any dissolution, liquidation or winding up of the New Company (whether voluntary or involuntary) the holders of such preferred stock of the New Company shall be entitled to receive, out of the assets and funds of the Company, both the par value of their holdings of such stock and any and all accrued and unpaid dividends thereon before any distribution shall be made to the holders of the common stock of such assets and funds of the New Company.

4. The New Company, upon the completion of said reorganization and the acquisition of the assets of said Companies, will have issued and outstanding the following securities:

Six per cent. (6%) preferred stock - - -	$ 334,000.00
Common stock - - - - - - - - - - - - - -	1,700,000.00
Total - - - - - - - - - - - - - - - - - -	$2,034,000.00

Inasmuch as Bass Company is now the owner of all of the issued and outstanding capital stock of Fort Wayne Company, no securities of the New Company will be issued to or for the benefit of the holders of the capital stock of Fort Wayne Company.

5. The Bass Company and Fort Wayne Company, upon the acquisition of their assets by the New Company and as soon as may be permitted by law, shall dissolve.

6. Neither Bass Company nor Fort Wayne Company shall be required to transfer its assets under this agreement unless this agreement is approved by the stockholders of said Companies as may be required by law.

7. The Incorporators agree to cause the New Company to be formed under The Indiana General Corporation Act with a capital structure which will enable it to carry out the foregoing contract, and to cause the New Company to carry out the terms thereof.

IN WITNESS WHEREOF, John Bass Leslie and James M. Barrett, Jr., have hereunto set their hands and seals, and Bass Foundry & Machine Company and

Fort Wayne Foundry & Machine Company have caused their corporate names to be hereunto subscribed by their respective Presidents and their corporate seals hereunto affixed and attested by their respective Secretaries the day and year first above written.

The following motion was thereupon duly made, seconded and unanimously adopted by the vote of all of the Directors of the Company:

RESOLVED, that the President and Secretary of the Company be and they hereby are authorized, empowered and directed to execute for and on behalf of the Company and in its corporate name and under its corporate seal the contract submitted to this meeting for the purpose of effecting a reorganization of the Company.

RESOLVED, FURTHER, that the Board of Directors of the Company does hereby approve the plan of reorganization described in said contract.

RESOLVED, FURTHER, that the proper officers of the Company be and they hereby are authorized, empowered and directed to do all acts and things necessary and proper to carry out the terms of said contract and the plan of reorganization contemplated thereby.

The President then stated that said plan of reorganization contemplated the dissolution of the Company. The following resolution was thereupon made, seconded and unanimously adopted by the vote of all of the Directors of the Company:

RESOLVED, that in the opinion of the Board of Directors of this Company it is to the best interests of the stockholders and creditors of this Company and all persons interested therein that this Company dissolve.

RESOLVED, FURTHER, that a meeting of the stockholders of this Company be held at the office of the Company on the 31st day of July, 1930, at 9 o'clock, A. M. Central Standard Time, for the purpose of taking action upon the dissolution of the Company and the winding up of its business and affairs and the Secretary of this Company be and he hereby is authorized, empowered and directed to cause notice of the time, place and purpose of such meeting to be given to each of the stockholders of this Company by written notice deposited in the United States mails and addressed to each such stockholder at his post office address as the same appears on the records of the Company, such notice to be mailed at least twenty (20) days before the time for the holding of such meeting.

The following motion was thereupon duly made, seconded and unanimously adopted:

RESOLVED, that the Secretary of this Company, in sending notice to the stockholders of the Company of the special meeting thereof to be held at the office of the Company on the 31st day of July, 1930, include in the notice for such meeting statements that said meeting will be called for the purpose of approving the agreement submitted to this meeting and this day approved by resolution of the Board of Directors of this Company and for the purpose of consenting to the sale and conveyance by the Company of all of its assets pursuant to the terms of said contract.

There being no further business the meeting adjourned.

President.

Secretary.

MINUTES OF A SPECIAL MEETING OF BASS FOUNDRY & MACHINE COMPANY.

A special meeting of the stockholders of Bass Foundry & Machine Company was held at the office of the Company, 1602 Hanna Street, Fort Wayne, Indiana, on the 31st day of July, 1930, at 9 o'clock, A.M., Central Standard Time.

Dr. Gaylard M. Leslie, the President of the Company, called the meeting to order and acted as chairman and Mr. L. Heeley Link, the Secretary of the Company, acted as Secretary of the meeting.

The following holders of record of the outstanding stock of the Company were present in person or by proxy:

NAME OF STOCKHOLDER	NUMBER OF SHARES OF PREFERRED STOCK	NUMBER OF SHARES OF COMMON STOCK
IN PERSON		
Gaylard M. Leslie		100
L. Heeley Link		100
A. W. Pickard		100
James M. Barrett, Jr.		1
BY PROXY		
Laura H. Bass	2250	12,095
Grace Bass Leslie		4,500
John Bass Leslie		1
Eliza Hanna Hayden	100	
Emily L. Shryock	430	
Christine L. or Ann W. Shryock	460	
Elizabeth H. Dreibelbiss	20	
C. W. Edgerton	30	
	3290	16,897

The Secretary then stated that all of the holders of the common capital stock of the Company were present in person or by proxy except Anna Strawbridge, the holder of 100 shares of common stock.

The President then stated that it would be inadvisable to transact on this date any of the business described in the notice for the holding of the meeting and suggested that the meeting be adjourned to reconvene upon his call.

The following motion was thereupon made, seconded and unanimously adopted by the vote of all of the stockholders present:

RESOLVED, that this meeting adjourn and reconvene upon the call of the President without further notice to any of the stockholders.

Pursuant to adjournment the foregoing meeting of the stockholders of Bass Foundry & Machine Company was reconvened pursuant to the call of the President on the 22nd day of September, 1930, at 10 o'clock, A.M.

The Chairman then stated that it had become impracticable to attempt to carry out the reorganization of the Company transferring all of its assets to Bass Foundry & Machine Corporation and that in his opinion said plan should be abandoned and that it would, therefore, be unnecessary to take any action upon such plan of reorganization.

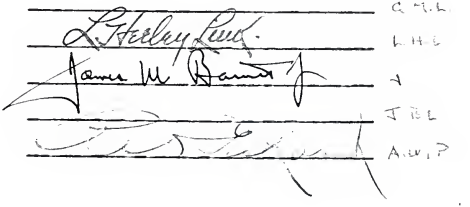
Upon motion duly made, seconded and unanimously adopted by all of the stockholders the meeting was then finally adjourned.

Chairman

Secretary

WAIVER OF NOTICE.

We, the undersigned, being all of the Directors of Bass Foundry & Machine Company, do hereby consent to the holding of a special meeting of said Board of Directors at the office of the Company in the City of Fort Wayne, Indiana, on the 2nd day of October, 1930, at 10 o'clock, A. M., for the purpose of taking action upon a proposition to consent to the dissolution of Fort Wayne Foundry & Machine Company, of which Company Bass Foundry & Machine Company is a stockholder, and for the purpose of electing two (2) Vice Presidents of the Company, and we hereby consent to the holding of said meeting at the time and place and for the purposes aforesaid, any rule of law or the By Laws of the Company to the contrary notwithstanding.



Dated this 2nd day of October, 1930.

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY & MACHINE CO.

A special meeting of the Board of Directors of Bass Foundry & Machine Company was held at the office of the Company in the City of Fort Wayne, Indiana, on the 2nd day of October, 1930, at 10 o'clock, A.M., pursuant to the following waiver of notice:

"WAIVER OF NOTICE"

"We, the undersigned, being all of the Directors of Bass Foundry & Machine Company, do hereby consent to the holding of a special meeting of said Board of Directors at the office of the Company in the City of Fort Wayne, Indiana, on the 2nd day of October, 1930, at 10 o'clock, A.M., for the purpose of taking action upon a proposition to consent to the dissolution of Fort Wayne Foundry & Machine Company, of which Company Bass Foundry & Machine Company is a stockholder, and for the purpose of electing two (2) Vice Presidents of the Company, and we hereby consent to the holding of said meeting at the time and place and for the purposes aforesaid, any rule of law or the By Laws of the Company to the contrary notwithstanding.

Gaylard M. Leslie

L. Heeley Link

James M. Barrett, Jr.

John Bass Leslie

A. W. Pickard

Dated this 2nd day of October, 1930."

All of the Directors were present in person.

Gaylard M. Leslie presided at the meeting and L. Heeley Link acted as Secretary.

The chairman then stated that a meeting of the stockholders of Fort Wayne Foundry & Machine Company had been called for October 9, 1930,

to take action on a proposition to dissolve the Company, and that Bass Foundry & Machine Company was the holder of record of all of the outstanding shares of capital stock of said Company except directors' qualifying shares.

The following motion was thereupon duly made, seconded and unanimously adopted:

RESOLVED, that this Company does hereby consent to the dissolution of Fort Wayne Foundry & Machine Company, of which Company this Company is a stockholder.

RESOLVED, FURTHER, that the President and Secretary of this Company be and they hereby are authorized, empowered and directed to execute for and on behalf of this Company and in its corporate name and under its corporate seal a written consent to the dissolution of said Fort Wayne Foundry & Machine Company and to do all such other acts and things as may be necessary to effectuate the dissolution of Fort Wayne Foundry & Machine Company.

The Chairman then stated that the By Laws of the Company provided for two (2) Vice Presidents and that, inasmuch as the Company had no Vice Presidents it was in order to elect two persons to hold such offices. The following motion was thereupon made, seconded and unanimously adopted:

RESOLVED, that L. Heeley Link and A. W. Pickard be and they hereby are elected as Vice Presidents of this Company to hold office until their successors are elected and qualified.

There being no further business the meeting adjourned.

G. M. Leslie
Chairman

Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE
COMPANY'S OFFICE ON THE 2nd DAY OF MARCH, A.D. 1931

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 2nd, 1931. There were present G. M. Leslie, Mrs. Laura H. Bass, Mrs. G. M. Leslie, A. W. Pickard, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 3rd, 1930, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, J. M. Barrett, Jr., A. W. Pickard, John Bass Leslie, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

President

Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 2nd. DAY OF MARCH, A.D. 1931.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, J. M. Barrett, Jr., A. W. Pickard, John Bass Leslie, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 3rd, 1930, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer
John Bass Leslie, Assistant Treasurer
L. H. Link, Secretary & Vice President
A. W. Pickard, Vice President

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

> "Resolved, that a dividend of six per cent (6%) be, and the same is hereby declared for the year 1931, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company, quarterly as the same becomes due and payable, in accordance with the terms of the Certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

G. M. Leslie
President

L. H. Link
Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE
COMPANY'S OFFICE ON THE 7th DAY OF MARCH, A.D. 1932

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 7th, 1932. There were present G. M. Leslie, Mrs. G. M. Leslie, A. W. Pickard, J. M. Barrett,Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 2nd, 1931, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, J. M. Barrett,Jr., A. W. Pickard, John Bass Leslie, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 7th DAY OF MARCH, A.D. 1932.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, J. M. Barrett,Jr., A. W. Pickard, John Bass Leslie, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 2nd, 1931, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer
John Bass Leslie, Assistant Treasurer
L. H. Link, Vice President & Secretary
A. W. Pickard, Vice President

The following resolution was offered, which being seconded and put, was adopted by the unanimous vote of all the Directors present, and which resolution is in the following words and figures:-

"Resolved, that a dividend of six per cent (6%) be, and the same is hereby declared for the year 1932, on the amount of the outstanding preferred stock of this Company, and the same shall be paid by the Treasurer of this Company, quarterly as the same becomes due and payable, in accordance with the terms of the Certificate issued for said stock."

There being no further business before the Directors, the meeting upon motion was adjourned.

G. M. Leslie
President

L. H. Link
Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE
COMPANY'S OFFICE ON THE 6th DAY OF MARCH, A.D. 1933.

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 6th, 1933. There were present G. M. Leslie, Mrs. G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 7th, 1932, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 6th DAY OF MARCH, A.D. 1933.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 7th, 1932, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer
John Bass Leslie, Assistant Treasurer
L. H. Link, Vice President & Secretary

There being no further business before the Directors, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF A SPECIAL MEETING OF THE BOARD
OF DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY.

The Board of Directors of Bass Foundry & Machine Company held a special meeting at the office of the company at 1602 Hanna Street in the city of Fort Wayne, Indiana, at _____ o'clock ___ . M. on October ____, 1933, pursuant to the following waiver of notice signed by all of the directors, to wit:

"WAIVER OF NOTICE OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF BASS FOUNDRY
& MACHINE COMPANY

"We, the undersigned, being all of the directors of Bass Foundry & Machine Company, and Indiana corporation with its principal place of business at Fort Wayne, Indiana, do hereby severally waive notice of the time, place and purpose of a special meeting of the Board of Directors of said company to be held at the office of the company at 1602 Hanna Street in the city of Fort Wayne, Indiana, at _____ o'clock ___. M. on October ____, 1933, for the purpose of considering and acting upon the ratification of certain loans heretofore made by this company from the Old - First National Bank and Trust Company of Fort Wayne, Fort Wayne, Indiana, and authorizing the execution of such renewals of the notes evidencing said loans as may hereafter be required from time to time, and for the purpose of transacting all such other business as may properly come before said meeting in reference to said loans, and we hereby severally consent to the holding of said meeting at the time and place aforesaid.

"Dated, October _____, 1933.

G. M. Leslie

L. H. Link

John Bass Leslie

James M. Barrett, Jr.

There were present at said meeting the following directors of the company: G. M. Leslie, L. H. Link, John Bass Leslie and James M. Barrett, Jr., constituting a quorum.

The meeting was called to order by G. M. Leslie, the President, who acted as Chairman, and L. H. Link, the Secretary of the company, acted as Secretary.

Mr. Barrett then offered the following resolution and moved its adoption:

WHEREAS, heretofore in the conduct of the business of this company it has become necessary for this company to borrow from Old - First National Bank and Trust Company of Fort Wayne certain moneys to be used in the conduct of this company's business, and for the purpose of procuring said moneys from said bank it has heretofore become necessary for this company to execute to said bank various promissory notes as evidence of such indebtedness, and,

WHEREAS, G. M. Leslie or John Bass Leslie acting on behalf of this company, ha__ executed to said bank certain promissory notes of this company, and,

WHEREAS, said bank now holds the following promissory notes executed by the officers of this company on its behalf, either as original notes or as renewals of prior notes, executed for the purpose aforesaid, to wit:

A promissory note in the principal sum of $15,000.00, dated December 21, 1932, and due March 21, 1933;

A promissory note in the principal sum of $15,000.00, dated December 29, 1932, and due March 29, 1933;

A promissory note in the principal sum of $15,000.00, dated January 23, 1933, and due April 23, 1933;

A promissory note in the principal sum of $15,000.00, dated January 23, 1933, and due April 23, 1933;

A promissory note in the principal sum of $15,000.00, dated January 26, 1933, and due April 26, 1933;

A promissory note in the principal sum of $10,000.00, dated February 3, 1933, and due May 4, 1933; and

A promissory note in the principal sum of $10,247.97, dated February 18, 1933, and due May 19, 1933;

all of which notes are now outstanding and unpaid, except for such credits as may appear thereon, and,

WHEREAS, the various officers and directors of this company had full knowledge of the making of said prior loans and approved the execution of said notes, but,

WHEREAS, no formal action has heretofore been taken by this Board authorizing the making of said loans and the execution of said notes, NOW, THEREFORE,

BE IT RESOLVED, that the action of the officers of this company in making said loans and in executing the notes of this company as evidence thereof, specifically including the notes hereinbefore described, be and the same hereby is ratified and confirmed, and said notes hereinbefore described are recognized as valid and binding obligations of this company to the same extent as if they had been originally executed under formal authority granted by the Board of Directors of this company.

BE IT FURTHER RESOLVED , that the Treasurer of this company be and he hereby is for and on behalf of this company and in its corporate name authorized and directed to execute from time to time renewals of the notes of this company hereinbefore described and now outstanding;

which motion was duly seconded, and after some discussion said resolution was passed by the unanimous vote of all the directors present.

There being no further business before the meeting it then adjourned.

Chairman

Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 5th DAY OF MARCH, A.D. 1934.

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 5th, 1934. There were present G. M. Leslie, Mrs. G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 6, 1933, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 5th DAY OF MARCH, A.D. 1934.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meetings were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer
John Bass Leslie, Assistant Treasurer
L. H. Link, Vice President & Secretary

There being no further business before the Directors, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF THE MEETING OF THE STOCKHOLDERS OF
THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE
COMPANY'S OFFICE ON THE 4th DAY OF MARCH, A.D. 1935.

The annual meeting of the Stockholders of the Bass Foundry & Machine Company was held at the Company's office at Fort Wayne, Indiana, March 4th, 1935. There were present G. M. Leslie, Mrs. G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie, the President, presided as Chairman, and L. H. Link, the Secretary, acted as such.

The minutes of the previous meeting held March 5, 1934, were read and approved.

The election of the Board of Directors to serve for the ensuing year being in order, G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link, were elected to serve for the period named and until their successors are elected and qualified.

There being no further business before the Stockholders, the meeting upon motion was adjourned.

G. M. Leslie
President

L. H. Link
Secretary

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICE ON THE 4th DAY OF MARCH, A.D. 1935.

Following the meeting of the Stockholders, a special meeting of the Board of Directors was called, there being present G. M. Leslie, J. M. Barrett, Jr., John Bass Leslie, and L. H. Link.

G. M. Leslie presided as Chairman of the meeting, and L. H. Link acted as Secretary. The minutes of the previous meeting held March 5, 1934, were read and approved.

Upon motion duly put and seconded, the following officers were elected to serve for the ensuing year, and until their successors were elected and qualified:-

G. M. Leslie, President-Treasurer
John Bass Leslie, Assistand Treasurer
L. H. Link, Vice President & Secretary

There being no further business before the Directors, the meeting upon motion was adjourned.

G M Leslie
President

L H Link
Secretary

MINUTES OF A SPECIAL MEETING OF THE BOARD
OF DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY.

The Board of Directors of Bass Foundry & Machine Company held a special meeting at the office of the company at 1602 Hanna Street in the city of Fort Wayne, Indiana, at 11 o'clock A. M. on August 9, 1935, pursuant to the following waiver of notice signed by all of the directors, to wit:

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF BASS FOUNDRY
& MACHINE COMPANY

We, the undersigned, being all of the directors of Bass Foundry & Machine Company, an Indiana corporation with its principal place of business at Fort Wayne, Indiana, do hereby severally waive notice of the time, place and purpose of a special meeting of the Board of Directors of said Company to be held at the office of the Company at 1602 Hanna Street in the city of Fort Wayne, Indiana at 11 o'clock A. M., on August 9, 1935, for the purpose of designating a depository in which the funds of this corporation may be deposited, and to borrow money and incur liabilities for, on behalf and in the name of this corporation.

Dated, August 9, 1935

G. M. Leslie

L. H. Link

John Bass Leslie

James M. Barrett

There were present at said meeting the following directors of the company: G. M. Leslie, L. H. Link, John Bass Leslie and James M. Barrett, Jr., constituting a quorum.

The meeting was called to order by G. M. Leslie, the President, who acted as Chairman, and L. H. Link, the Secretary of the company, acted as Secretary.

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY.

We, the undersigned, being all of the directors of Bass Foundry & Machine Company, an Indiana corporation with its principal place of business at Fort Wayne, Indiana, do hereby severally waive notice of the time, place and purpose of a special meeting of the Board of Directors of said Company to be held at the office of the Company at 1602 Hanna Street in the city of Fort Wayne, Indiana, at 11 O'clock A M., on August 9th, 1935, for the purpose of designating a depository in which the funds of this corporation may be deposited, and to borrow money and incur liabilities for, on behalf and in the name of this corporation.

Dated, August 9th, 1935

G M Leslie

L H Link

John Bass Leslie

Jam M. Bass

Mr. Barrett then offered the following resolution and moved its adoption:

BE IT RESOLVED, that the Fort Wayne National Bank be and hereby is designated a depositary in which the funds of this corporation may be deposited by its officers, agents and employees and that the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, or any other officer of this corporation be and hereby is authorized to open an account or accounts with said bank and to make such arrangements for the conduct thereof as to him shall seem proper and to endorse and deposit with said bank negotiable instruments and orders for the payment of money which endorsements may be made in writing or by a stamp and without designation of the person so endorsing.

AND BE IT FURTHER RESOLVED, that any of the following: The President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, of this corporation be authorized to sign checks withdrawing funds from said account or accounts and that the said Fort Wayne National Bank be and hereby is authorized and directed to honor, pay and charge to any account or accounts of this corporation all checks and orders for the payment of money so drawn when so signed without inquiring as to the circumstances of their issue or the disposition of their proceeds, whether such checks be payable to the order of, or endorsed or negotiated by an officer or person signing them, or any of said officers or persons in their individual capacities or not, and whether they are deposited to the individual credit of any officer or person signing them or any of the other officers or persons or not.

AND BE IT FURTHER RESOLVED, that any of the following: The President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, of this corporation be authorized upon such terms and conditions as to them shall seem proper:

To borrow money and incur liabilities for, on behalf and in the name of this corporation, to sell or discount its bills and accounts receivable, to enter into, make, sign and deliver repurchase agreements, to sign, execute and deliver acceptances and promissory notes and/or other obligations of this corporation for such amounts, for such time, at such rate of interest or discount as to them shall seem proper, and

To sign, execute and deliver applications and contracts for letter of credit and travelers' checks and guaranties thereof containing such provisions as to them shall seem proper, and

To endorse for negotiation, negotiate and receive the proceeds of any negotiable instruments or orders for the payment of money payable to or belonging to this corporation, and

To pledge, endorse, guarantee, assign, transfer and/or deliver the bills and accounts receivable, bills of lading, warehouse receipts, stocks, bonds or other property of this corporation as security for any moneys borrowed and as security for any liability incurred or to be incurred by this corporation in connection with any acceptance, note, letter of credit, guaranty, trust receipt or otherwise, and

To sell, transfer and endorse for sale or for transfer any and all securities and to identify and/or guarantee signatures and endorsements thereon, or on bond and/or stock powers of attorney executed in connection therewith, and

To withdraw, receive and receipt for and to withdraw upon trust receipt on the responsibility of, and at the risk of this corporation, and to sign orders for the withdrawal, substitution and/or exchange of any and all collateral, securities, or property pledged, assigned, transferred or otherwise held for its account. Such withdrawals, substitutions or exchanges may also be made by the bearer of any order, receipt or request so signed.

AND BE IT FURTHER RESOLVED, that each of the aforementioned officers, or persons, authorized to act for this corporation in any case aforesaid, shall be and hereby is further authorized, without the concurrence of any other officer or person:

To identify, approve and/or guarantee the endorsement of any payee or endorser on any checks or drafts drawn by this corporation, and

To waive presentment, demand, protest and/or notice of dishonor or protest and to give instructions in regard to the handling or delivery of any negotiable or non-negotiable papers or documents involved in any of said transactions, and

NOTICE

Notice is hereby given that there will be a special meeting of the Board of Directors of Bass Foundry and Machine Company, to be held at the Company's office in the city of Fort Wayne, Allen County, Indiana, on the twentieth (20th) day of June, 1930, at 10:30 A.M., to consider and take action upon the proposed purchase of all of the capital stock of the Fort Wayne Foundry and Machine Company, a corporation organized under the laws of the state of Indiana.

(Signed) _____
G. M. Leslie - President

(Signed) _____
L. H. Link - Secretary

We, the undersigned directors of Bass Foundry and Machine Company hereby accept due service of the above notice and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, hereby waiving all objections to the time of the service of said notice, any rule of law or the by-laws of the said Company to the contrary notwithstanding.

(Signed) _____

NOTICE

Notice is hereby given that there will be a special meeting of the stockholders of Bass Foundry and Machine Company to be held at the Company's office in the city of Fort Wayne, Allen County, Indiana on the twentieth (20th) day of June, 1930 at 10:00 A.M. to consider and take action by said stockholders upon the proposed purchase of all of the capital stock of the Fort Wayne Foundry and Machine Company, a corporation organized under the laws of the state of Indiana.

(Signed) G. M. Leslie
G. M. Leslie - President

(Signed) L. H. Link
L. H. Link - Secretary

We, the undersigned stockholders of Bass Foundry and Machine Company, hereby accept due service of the above notice and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, hereby waiving all objections to the time of service of said notice, any rule of law or the by-laws of the Company to the contrary notwithstanding.

(Signed by)

Laura A. Bass
Anna M. Strawbridge
Grace Bass Leslie
James M. Barnett
Theo Paul
Edna Bass Leslie
G. M. Leslie
L. H. Link

PROPOSITION OF STOCKHOLDERS OF FORT WAYNE FOUNDRY AND MACHINE COMPANY

Fort Wayne, Indiana.
June 19th, 1930

To: Bass Foundry and Machine Company,
Fort Wayne, Indiana.

Gentlemen:

We, the undersigned, being all of the stockholders of the Fort Wayne Foundry and Machine Company, a corporation organized under the laws of the state of Indiana, hereby offer and agree to sell the shares of stock in the Fort Wayne Foundry and Machine Company owned by us, being the entire capital stock of said Company at eighty dollars ($80.00) per share, to be paid for upon the assignment and delivery of stock certificates to the President of said Bass Foundry and Machine Company.

(Signed) Laura A. Bass

James M. Bass

J. S. Keenan

J. S. McLeish.

F. Hauk.

RESOLUTION OF BOARD OF DIRECTORS

I, L. H. LINK OF FORT WAYNE, INDIANA, do hereby certify

that I am the duly { elected / ~~appointed~~ } and qualified Secretary and the keeper of the records and corporate seal of

BASS FOUNDRY & MACHINE COMPANY, a corporation organized and

existing under the laws of INDIANA and that the following is a true and correct copy of certain resolutions duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the by-laws of said corporation on the NINTH day of AUGUST, 1935, and that such resolutions are now in full force and effect:

BE IT RESOLVED, That the FORT WAYNE NATIONAL BANK be and hereby is designated a depositary in which the funds of this corporation may be deposited by its officers, agents and employees and that the President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, ~~[illegible]~~ or any other officer of this corporation be and hereby is authorized to open an account or accounts with said bank and to make such arrangements for the conduct thereof as to him shall seem proper and to endorse and deposit with said bank negotiable instruments and orders for the payment of money which endorsements may be made in writing or by a stamp and without designation of the person so endorsing.

AND BE IT FURTHER RESOLVED, That any ..... of the following: The President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, ~~[illegible]~~

.....

.....

.....

(Use blank spaces for additional titles or to authorize counter signatures. Rule out all spaces not so used. Rule out titles of all officers not authorized to sign.)

of this corporation be authorized to sign checks withdrawing funds from said account or accounts and that the said Fort Wayne National Bank be and hereby is authorized and directed to honor, pay and charge to any account or accounts of this corporation all checks and orders for the payment of money so drawn when so signed without inquiring as to the circumstances of their issue or the disposition of their proceeds, whether such checks be payable to the order of, or endorsed or negotiated by an officer or person signing them, or any of said officers or persons in their individual capacities or not, and whether they are deposited to the individual credit of any officer or person signing them or of any of the other officers or persons or not.

AND BE IT FURTHER RESOLVED, That any ..... of the following: The President, any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, ~~[illegible]~~

.....

.....

(Use blank spaces for additional titles or to authorize counter signatures. Rule out all spaces not so used. Rule out titles of all officers not authorized to sign.)

of this corporation be authorized upon such terms and conditions as to { him / them } shall seem proper:

To borrow money and incur liabilities for, on behalf and in the name of this corporation, to sell or discount its bills and accounts receivable, to enter into, make, sign and deliver repurchase agreements, to sign, execute and deliver acceptances and promissory notes and/or other obligations of this corporation for such amounts, for such time, at such rate of interest or discount as to { him / them } shall seem proper, and

To sign, execute and deliver applications and contracts for letters of credit and travelers' checks and guaranties thereof containing such provisions as to { him / them } shall seem proper, and

To endorse for negotiation, negotiate and receive the proceeds of any negotiable instruments or orders for the payment of money payable to or belonging to this corporation, and

To pledge, endorse, guarantee, assign, transfer and/or deliver the bills and accounts receivable, bills of lading, warehouse receipts, stocks, bonds or other property of this corporation as security for any moneys borrowed and as security for any liability incurred or to be incurred by this corporation in connection with any acceptance, note, letter of credit, guaranty, trust receipt or otherwise, and

To sell, transfer and endorse for sale or for transfer any and all securities and to identify and/or guarantee signatures and endorsements thereon, or on bond and/or stock powers of attorney executed in connection therewith, and

To withdraw, receive and receipt for and to withdraw upon trust receipt on the responsibility of, and at the risk of this corporation, and to sign orders for the withdrawal, substitution and/or exchange of any and all collateral, securities, or property pledged, assigned, transferred or otherwise held for its account. Such withdrawals, substitutions or exchanges may also be made by the bearer of any order, receipt or request so signed.

AND BE IT FURTHER RESOLVED, That each of the aforementioned officers, or persons, authorized to act for this corporation in any case aforesaid, shall be and hereby is further authorized, without the concurrence of any other officer or person:

To identify, approve and/or guarantee the endorsement of any payee or endorser on any checks or drafts drawn by this corporation, and

To waive presentment, demand, protest and/or notice of dishonor or protest and to give instructions in regard to the handling or delivery of any negotiable or non-negotiable papers or documents involved in any of said transactions, and

To act for this corporation in the transaction of all other business for its account with Fort Wayne National Bank.

AND BE IT FURTHER RESOLVED, That the Secretary or any other officer of this corporation be and hereby is authorized to certify to said Bank a copy of these resolutions and the names and signatures of this corporation's officers or employees thereby authorized to act in the premises, and said bank is hereby authorized to rely upon such certificate until formally advised by a like certificate of any changes therein, and is authorized to rely on any such additional certificates.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this NINTH day of AUGUST, 1935.

Affix Corporate Seal Below

L. H. LINK
SECRETARY

I, James M. Barrett, Jr., a Director of said corporation, do hereby certify that the foregoing is a correct copy of certain resolutions passed as therein set forth.

James M. Barrett
DIRECTOR.

The foregoing should be signed by the Secretary and by some Director not authorized to sign in the ordinary course of business.

11-35—1M—114—O/PC

RESOLUTION OF BOARD OF DIRECTORS

OF THE

BASS FOUNDRY AND MACHINE COMPANY.

- - - -

WHEREAS, Bass Foundry and Machine Company has assets of approximately $1,946,383, and liabilities of approximately $1,831,618, leaving a surplus and undivided profits of approximately $114,765, but has no working capital or liquid assets with which to conduct its business further against pressing demands of creditors, except a small sum of money now in bank, and

WHEREAS, said corporation is not able to pay its debts as they mature, has not been able to meet its dividends due on its preferred stock, and

WHEREAS, said corporation is in need of rehabilitation, reorganization and readjustment, and

WHEREAS, it has appeared to the Board of Directors that it is advisable to attempt to affect a plan of reorganization under Chapter X of the Bankruptcy Act of 1938, and

WHEREAS, to do so it becomes necessary that the officers of the corporation be authorized to execute certain petitions and other instruments, and to take certain legal steps in connection with the proceedings on behalf of said corporation, and to retain counsel, and

WHEREAS, it appears that there is a reasonable likelihood that certain creditors may attempt collection before the corporation can have sufficient time to reorganize and readjust its affairs or liquidate any of its assets, making an early application to the Federal Court under the provisions of the Bankruptcy Act, as aforesaid, imperative:

NOW THEREFORE, be it resolved that Pass Foundry and Machine Company file its petition in the District Court of the United States, for the Northern District of Indiana, Fort Wayne Division, for relief under Chapter X of the Bankruptcy Act of 1938, and pursue said petition as contemplated in said Act, and that its several officers be, and they are hereby empowered to employ counsel, and as may be advised by said counsel, prepare and execute such petitions, papers, documents and motions as counsel may deem to be for the best interest of the corporation, and to take such steps, in such manner, and at such times in relation to said reorganization of said corporation under said Bankruptcy Act as may from time to time become necessary or advisable.

To act for this corporation in the transaction of all other business for its account with Fort Wayne National Bank.

AND BE IT FURTHER RESOLVED, that the Secretary or any other officer of this corporation be and hereby is authorized to certify to said Bank a copy of these resolutions and the names and signatures of this corporation's officers or employees thereby authorized to act in the premises, and said bank is hereby authorized to rely upon such certificate until formally advised by a like certificate of any changes therein, and is authorized to rely on any such additional certificates;

which motion was duly seconded, and said resolution was passed by the unanimous vote of all the directors present.

There being no further business before the meeting it then adjourned.

Chairman

Secretary

Annual
Meeting
Mar 3 - 1986

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE COMPANY'S OFFICES ON THE 18th DAY OF MARCH,1938

Fort Wayne, Indiana, March 18, 1938

A meeting of the Board of Directors was held at the office of the Company at 1602 Hanna Street, at 4:30 P. M. on the above date.

The members of the Board of Directors present, represented all of the surviving members, namely, G. M. Leslie and John Bass Leslie.

Owing to the fact that the late L. H. Link was the secretary of the Board of Directors at the time of his death, the President appointed John Bass Leslie to fill the office of Secretary until the next annual meeting.

Owing to the further fact that James M. Barrett, Jr., had disposed of his stock, his place on the Board of Directors was declared vacant, and Donald D. Mungen was elected to the Board to fill the vacancy. It was unanimously voted to make Donald D. Mungen, Vice-President of the Company to serve until the next annual meeting.

There being no further business, the meeting was adjourned.

G M Leslie
President

John B. Leslie
Secretary

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE OFFICES OF THE COMPANY ON THE 3rd DAY OF JANUARY, 1939.

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Mr. Mungen then offered the following Resolution and moved its adoption:-

WHEREAS, Bass Foundry and Machine Company has assets of approximately $1,946,383, and liabilities of approximately, $1,831,618, leaving a surplus and undivided profits of approximately $114,765, but has no working capital or liquid assets with which to conduct its business further against pressing demands of creditors, except a small sum of money now in bank, and

WHEREAS, said corporation is not able to pay its debts as they mature, has not been able to meet its dividends due on its preferred stock, and

WHEREAS, said corporation is in need of rehabilitation, reorganization and readjustment, and

WHEREAS, it has appeared to the Board of Directors that it is advisable to attempt to affect a plan of reorganization under Chapter X of the Bankruptcy Act of 1938, and

WHEREAS, to do so it becomes necessary that the officers of the corporation be authorized to execute certain petitions and other instruments, and to take certain legal steps in connection with the proceedings on behalf of said corporation, and to retain counsel, and

WHEREAS, it appears that there is a reasonable likelihood that certain creditors may attempt collection before the corporation can have sufficient time to reorganize and readjust its affairs or liquidate any of its assets, making an early application to the Federal Court under the provisions of the Bankruptcy Act, as aforesaid imperative:

NOW THEREFORE, be it resolted that Bass Foundry and Machine Company file its petition in the District Court of the United States, for the Northern District of Indiana, Fort Wayne,Division, for relief under Chapter X of the Bankruptcy Act of 1938, and pursue said petition as contemplated in said Act, and that its several officers be, and they are hereby empowered to employ counsel, and as may be advised by said counsel, prepare and execute such petitions, papers, documents and motions as counsel may deem to be for the best interest of the corporation, and to take such steps, in such manner, and at such times in relation to said reorganization of said corporation under said Bankruptcy Act as may from time to time become necessary or advisable;

which motion was duly seconded, and said Resolution was passed by the unanimous vote of all the directors present.

There being no further business before the meeting it then adjourned.

G M Leslie
Chairman

John B. Leslie
Secretary.

NOTICE

Notice is hereby given that there will be a special meeting of the Board of Directors of BASS FOUNDRY AND MACHINE COMPANY to be held at the Company's office in the city of Fort Wayne, Allen County, Indiana, on the third day of August, 1939 at 4:00 o'clock p. m. for the purpose of electing another member to the Board of Directors of the Company.

(Signed) G. M. Leslie
G. M. Leslie - President

(SIGNED) John Bass Leslie
John Bass Leslie, Secy.

We, the undersigned directors of BASS FOUNDRY AND MACHINE COMPANY hereby accept due service of the above NOTICE and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, hereby waiving all objections to the time of the service of said notice, any rule of law or the by-laws of the said Company to the contrary notwithstanding.

(Signed) G. M. Leslie

John Bass Leslie

W. D. Mueller

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY, HELD AT THE OFFICES OF THE COMPANY ON THE 3RD DAY OF AUGUST, 1939.

The Board of Directors of BASS FOUNDRY AND MACHINE COMPANY held a special meeting at the office of the Company at 1602 Hanna Street, in the city of Fort Wayne, Indiana, at four o'clock p. m., on the 3rd day of August, 1939, pursuant to the following waiver of notice signed by all of the directors, to-wit:

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY.

We, the undersigned Directors of BASS FOUNDRY AND MACHINE COMPANY, hereby accept due service of the above NOTICE and consent to the holding of said meeting at the time and place fixed, and for the purpose therein stated, hereby waiving all objections to the time of the service of said Notice, any rule of law or the by-laws of said Company to the contrary notwithstanding.

(Signed) G. M. Leslie

John Bass Leslie

Donald D. Mungen

There were present at said meeting, the following Directors of the Company: G. M. Leslie, John Bass Leslie and Donald D. Mungen, constituting a quorum.

The meeting was called to order by G. M. Leslie, the President, who acted as Chairman, and John Bass Leslie, the Secretary of the Company, acted as Secretary.

Upon motion by John Bass Leslie, seconded by Donald D. Mungen, Edward M. Wilson of Fort Wayne, Indiana, was elected to the

WAIVER OF NOTICE OF A SPECIAL MEETING

OF THE BOARD OF DIRECTORS OF

BASS FOUNDRY AND MACHINE COMPANY

We, the undersigned, being all of the Directors of Bass Foundry and Machine Company, an Indiana corporation with its principal place of business at Fort Wayne, Indiana, do hereby severally waive notice of the time, place and purpose of a special meeting of the Board of Directors of said Company to be held at the office of the Company at 1602 Hanna Street, in the city of Fort Wayne, Indiana, at four o'clock, P.M., on August 14th, 1939, for the purpose of passing and/or acting upon a Resolution to file with the Reconstruction Finance Corporation an application for a loan and for such other business as may come before the meeting.

Dated August 14th, 1939.

G M Leslie

John C Leslie

D D Mungen

Edward M Wheeler

Board of Directors of the Company to serve until the next annual meeting of the stockholders of the Company.

There being no further business, the meeting was adjourned.

G. M. Leslie

G. M. LESLIE, PRESIDENT

John Bass Leslie

John Bass Leslie, Secretary

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY, HELD AT THE OFFICES OF THE COMPANY ON THE 14th DAY OF AUGUST 1 9 3 9

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The Board of Directors of Bass Foundry and Machine Company held a special meeting at the office of the Company at 1602 Hanna Street, in the city of Fort Wayne, Indiana, at four o'clock P. M., on the 14th day of August, 1939, pursuant to the following waiver of notice signed by all of the Directors, to-wit:-

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY

We, the undersigned, being all of the Directors of Bass Foundry and Machine Company, an Indiana corporation with its principal place of business at Fort Wayne, Indiana, do hereby severally waive notice of the time, place and purpose of a special meeting of the Board of Directors of said Company to be held at the office of the Company at 1602 Hanna Street, in the city of Fort Wayne, Indiana, at four o'clock P. M. on August 14th, 1939, for the purpose of passing and/or acting upon a Resolution to file with the Reconstruction Finance Corporation an application for a loan and for such other business as may come before the meeting.

Dated August 14, 1939.

(Signed) G. M. LESLIE

JOHN B. LESLIE

D. D. MUNGEN

EDWARD M. WILSON

There were present at said meeting the following Directors of the Company: G. M. Leslie, John B. Leslie, D. D. Mungen and Edward M. Wilson, constituting a quorum.

The meeting was called to order by G. M. Leslie, the President, who acted as Chairman, and John Bass Leslie, the Secretary of the Company, acted as Secretary.

Mr. Mungen then offered the following Resolution and moved its adoption:

(1) RESOLVED, that the officers of this Corporation named below, or any one of them, or their, or any of their, duly elected or appointed successors in office, be and they are hereby authorized and empowered in the name and on behalf of this corporation and under its corporate seal, to execute and deliver to the Reconstruction Finance Corporation (hereinafter called "R. F. C.") in the form required by R. F. C., the following documents: (a) application for a loan or loans, the total thereof not to exceed in principal amount ONE HUNDRED SEVENTY-FIVE THOUSAND DOLLARS ($175,000.00) maturing upon such date or dates and bearing interest at such rate or rates as may be prescribed by R. F. C.; (b) applications for any renewals or extensions of all or any part of such loan or loans and of any other loans, heretofore or hereafter made by the R. F. C. to this corporation; (c) the promissory note or notes of this corporation evidencing such loan or loans or any renewals or extensions thereof; and (d)any other instruments or agreements of this corporation which may be required by R. F. C. in connection with such loans, renewals, and/or extensions; and that said officers in their discretion may accept any such loan or loans in installments and give one or more notes of this corporation therefor, and may receive and endorse in the name of this corporation any checks or drafts representing such loan or loans or any such installments;

(2) FURTHER RESOLVED, that the aforesaid officers or any one of them, or their duly elected or appointed successors in office, be and they are hereby authorized and empowered to do any acts, including but not limited to the mortgage, pledge, or hypothecation from time to time with R. F. C.of any or all assets of this corporation to secure such loan or loans, renewals and extensions, and to execute in the name and on behalf of this corporation and under its corporate seal or otherwise, any instruments or agreements deemed necessary or proper by the R. F. C. in respect of the collateral securing any indebtedness of this corporation;

(3) FURTHER RESOLVED,that any indebtedness heretofore contracted and any contracts or agreements heretofore made with the R. F. C. on behalf of this corporation, and all acts of officers or agents of this corporation in connection with said indebtedness or said contracts or agreements, are hereby ratified and confirmed.

(4) FURTHER RESOLVED, that the officers referred to in the foregoing Resolutions are as follows:-

Typewrite Name	Title	Signature
G. M. Leslie	President-Treas.	G M Leslie
John B. Leslie	Secretary-Asst.Treas.	John B Leslie

Typewrite Name	Title	Signature
Don D. Lungen	Vice-President	
Edward H. Wilson	Director	

(5) FURTHER RESOLVED, that R. F. C. is authorized to rely upon the aforesaid Resolutions until receipt by its Treasurer of written notice of change.

which motion was duly seconded by John B. Leslie, and said Resolution was passed by the unanimous vote of all the directors present.

Mr. John B. Leslie then placed the name of Mr. Fred W. Gigax before the board for election as a member of said board. This motion was seconded by Mr. Lungen and unanimously carried. Whereupon the name of Mr. Fred W. Gigax was added to the directorate of this Company.

There being no further business, the meeting was adjourned.

J. M. Leslie
Chairman

Secretary

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY, HELD AT THE OFFICES OF THE COMPANY ON THE 1st DAY OF SEPTEMBER, 1939.

The Board of Directors of Bass Foundry and Machine Company held a special meeting at the office of the Company at 1602 Hanna Street, in the city of Fort Wayne, Indiana, at three o'clock P. M. on the first day of September, 1939, pursuant to the following waiver of notice signed by the Board of Directors, to-wit:

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY.

"We, the undersigned, being all of the Directors of Bass Foundry and Machine Company, an Indiana Corporation with its principal place of business at Fort Wayne, Indiana, do hereby consent to the holding of a special meeting of said Board at the offices of the Company, 1602 Hanna Street, Fort Wayne, Indiana, on the first day of September, 1939, for the purpose of cancelling the original application for a loan filed by the Company with the Reconstruction Finance Corporation, and/or submitting to said Reconstruction Finance Corporation an application for a Participating Loan of $150,000.00 and for such other business as may come before the meeting.

Dated September 1st, 1939

(Signed) G. M. Leslie

(Signed) John B. Leslie

(Signed) Edward M. Wilson

(Signed) Fred W. Gigax

There were present at said meeting the following Directors of the Company: G. M. Leslie, John B. Leslie, Edward M. Wilson and Fred W. Gigax, constituting a quorum.

The meeting was called to order by G. M. Leslie, the President, who acted as Chairman and John B. Leslie, the Secretary of the Company,

acted as Secretary.

Mr. F. W. Gigax then offered the following Resolution and moved its adoption:

(1) RESOLVED, that the officers of this corporation named below, or any one of them, or their, or any one of their, duly elected or appointed successors in office, be and they are hereby authorized and empowered in the name and on behalf of this corporation, and under its corporate seal, to execute and deliver to FORT WAYNE NATIONAL BANK, Fort Wayne Indiana, (hereinafter called "Bank") or Reconstruction Finance Corporation (hereinafter called "R. F. C."), as the case may be, in the form required by Bank or R. F. C. the following documents: (a) application for loan or loans, the total thereof not to exceed in principal amount $150,000.00 maturing upon such date or dates and bearing interest at such rate or rates as may be prescribed by R. F. C.; (b) applications for any renewals or extensions of all or any part of such loan or loans; (c) the promissory note or notes of this corporation evidencing such loan or loans or any renewals or extensions thereof; and (d) any other instruments or agreements of this corporation which may be required by Bank and R. F. C., or either of them, in connection with such loans, renewals, and/or extensions; and that said officers in their discretion may accept any such loan or loans in installments and give one or more notes of this corporation therefor, and may receive and endorse in the name of this corporation any checks or drafts representing such loans or loans or any such installments;

(2) FURTHER RESOLVED, that the aforesaid officers or any one of them, or their duly elected or appointed successors in office, be and they are hereby authorized and empowered to do any acts, including but not limited to the mortage, pledge, or hypothecation from time to time with Bank and R. F. C. or either of them of any or all assets of this corporation to secure such loan or loans, renewals and extensions, and to execute in the name and on behalf of this corporation and under its corporate seal or otherwise, any instruments or agreements deemed necessary or proper by Bank and R. F. C., or either of them, in respect of the collateral securing any indebtedness of this corporation;

(3) FURTHER RESOLVED, that any indebtedness heretofore contracted and any contracts or agreements heretofore made with the Bank and R. F. C. or either of them, on behalf of this corporation, and all acts of officers or agents of this corporation in connection with said indebtedness or said contracts or agreements, are hereby ratified and confirmed;

(4) FURTHER RESOLVED, that the officers referred to in the foregoing Resolutions are as follows:-

(Typewriter Name)	(Title)	(Signature)
G. M. Leslie	President	G M Leslie
John B. Leslie	Secy.-Asst.Treas.	John B Leslie
E. M. Wilson	Director	
F. W. Gigax	Director	

(5) FURTHER RESOLVED, that Bank and R. F. C. are respectively authorized to rely upon the aforesaid Resolutions until receipt by their respective treasurers of written notice of any change.

which motion was duly seconded by John B. Leslie, and said Resolution waz passed by the unanimous vote of all the directors present.

There being no further business, the meeting was adjourned.

Chairman

Secretary.

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY, HELD AT THE OFFICE OF THE COMPANY ON THE 19th DAY OF SEPTEMBER, 1939.

The Board of Directors of Bass Foundry and Machine Company held a special meeting at the office of the Company at 1602 Hanna Street, Fort Wayne, Indiana, at ten o'clock A. M., on the 19th day of September 1939, pursuant to the following waiver of notice signed by all of the Directors, to-wit:-

WAIVER OF NOTICE OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY

"We, the undersigned, being all of the Directors of Bass Foundry and Machine Company, do hereby consent to the holding of a special meeting of said Board of Directors at the office of the Company in the City of Fort Wayne, Indiana, on the nineteenth day of September 1939, at ten o'clock A. M., for the purpose of electing a Vice President of the Company and one other Director, and we hereby consent to the holding said meeting at the time and place and for the purposes aforesaid, any rule of law or the By-laws of the Company to the contrary notwithstanding.

C.M.Leslie (C.M.L.)

John B. Leslie (J.B.L.)

(E.M.W.)

(F.W.C.)

There were present at said meeting the following Directors of the Company: C. M. Leslie, John B. Leslie, Edward M. Wilson and Fred W. Cigax, constituting a quorum.

The meeting was called to order by C. M. Leslie, the President, who acted as Chairman, and John B. Leslie, the Secretary of the Company, acted as Secretary.

The Chairman then stated that inasmuch as the office of Vice-President was vacant by reason of the resignation of Donald D. Mungen, as of August 31st, 1939, that it should be filled. John B. Leslie then made

a motion which was seconded by Edward H. Wilson, and Fred J. Gigax was duly elected to serve as Vice President of the Company until the next annual meeting of the Company.

The Chairman then stated that the Board of Directors of the Company was incomplete, that a new member should be elected. Upon motion by Edward H. Wilson, seconded by John B. Leslie, Walter S. Coll was elected to the Board of Directors to serve until the next annual meeting of the Company.

There being no further business, the meeting was adjourned.

G M Leslie Chairman

Secretary

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY, HELD AT THE OFFICES OF THE COMPANY ON THE 7th DAY OF JUNE 1941

The Board of Directors of Bass Foundry and Machine Company held a special meeting at the offices of the Company at 1602 Hanna Street, Fort Wayne, Indiana, at ten o'clock A. M., on the 7th day of June, 1941, pursuant to the following waiver of notice signed by all of the Directors, to-wit:

WAIVER OF NOTICE OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY & MACHINE COMPANY

"We, the undersigned, being all of the Directors of Bass Foundry & Machine Company, do hereby consent to the holding of a special meeting of said Board of Directors at the office of the Company in the City of Fort Wayne, Indiana, on the 7th day of June 1941, at ten o'clock A. M., for the purpose of electing a director of the Company, and we hereby consent to the holding of said meeting at the time and place and for the purposes aforesaid, any rule of law or the by-laws of the Company to the contrary notwithstanding.

C. M. Leslie (C.M.L.)

John B. Leslie (J.B.L.)

(F.W.G.)

(W.S.C.)

There were present at said meeting the following Directors of the Company: C. M. Leslie, John B. Leslie, Fred W. Gigax, and Walter S. Coll, constituting a quorum.

The meeting was called to order by C. M. Leslie, the President, who acted as Chairman, and John B. Leslie, the Secretary of the Company, acted as Secretary.

The Chairman then stated that inasmuch as there was a vacancy on the Board of Directors occasioned by the death of Edward M. Wilson, that a new Director should be elected to fill such vacancy. A motion was made by Fred W. Gigax, seconded by John B. Leslie, and Gaylard F. Leslie, was

duly elected to serve on the Board of Directors of the Company until the next annual meeting, and to serve as Assistant Treasurer for the same period.

There being no further business to come before the meeting, it was adjourned.

Chairman

Secretary

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY, HELD AT THE OFFICES OF THE COMPANY ON NOVEMBER TWENTY-NINTH, 1941

The Board of Directors of Bass Foundry and Machine Company held a special meeting at the offices of the Company at 1602 Hanna Street, Fort Wayne, Indiana, at ten o'clock A. M., on the 29th day of November, 1941, pursuant to the following waiver of notice signed by all of the Directors, to-wit:

WAIVER OF NOTICE OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY

"We, the undersigned, being all of the Directors of Bass Foundry and Machine Company, do hereby consent to the holding of a special meeting of said Board of Directors at the office of the Company in the city of Fort Wayne, Indiana, on the 29th day of November 1941, at ten o'clock A. M., for the purpose of electing a director of the Company, and we hereby consent to the holding of said meeting at the time and place and for the purposes aforesaid, any rule of law or the by-laws of the Company to the contrary notwithstanding.

G M Leslie (G.M.L.)
John B Leslie (J.B.L.)
Fred Gigax (F.W.G.)
Gaylard F Leslie (G.F.L.)

There were present at said meeting the following Directors of the Company: G. M. Leslie, John B. Leslie, Fred W. Gigax and Gaylard F. Leslie, constituting a quorum.

The meeting was called to order by G. M. Leslie, the President, who acted as Chairman, and John B. Leslie, the Secretary of the Company, acted as Secretary.

The Chairman then stated that Walter S. Coll, one of the Directors of the Company had tendered his resignation as such Director under date of October 18th, 1941, assigning as his reason for such action the fact that the conditions which led to his election to the directorate of

the Company no longer existed, and he therefore asked to be relieved from his office, whereupon the resignation was duly accepted by the Board as a whole. C. M. Leslie then stated that the election of a new director for the Company was in order and upon motion by John B. Leslie, seconded by Gaylard F. Leslie, Harry K. Polhamus of Fort Wayne, Indiana, was elected as the new director of the Company and given the office of Assistant Secretary until the date of the next annual meeting of the Company.

There being no further business to come before the meeting, it was adjourned.

C M Leslie Chairman

John B Leslie Secretary

MINUTES OF ANNUAL MEETING OF STOCKHOLDERS
BASS FOUNDRY AND MACHINE COMPANY
DECEMBER 13, 1943.

An annual meeting of the stockholders of the Bass Foundry and Machine Company was held at 1:30 o'clock P.M. on the 13th day of December, 1943, in the office of said company at 729 Ewing Street, Fort Wayne, Indiana. All shareholders were either given the proper notice or were in attendance. John B. Leslie presided. Two vacancies on the Board of Directors were suggested, due to the resignation of Fred W. Gigax and the death of Gaylard M. Leslie. Upon motion duly made and carried, Grace Bass Leslie and Madaline Becker were elected as directors to serve for the ensuing year.

Miss Becker and Mr. Samuel D. Jackson presented the final report and petition for dismissal of James H. Haberly and Gaylard F. Leslie, Trustees of the Bass Foundry and Machine Company, and a full discussion having been had on the subject, upon motion duly made and seconded, the Directors were recommended to approve said report and take such steps as will be necessary to effectuate the approval of said report and the winding up of said bankruptcy proceedings in accordance therewith.

There being no further business to come before the meeting, the same was adjourned.

John B. Leslie, Sec'y

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS, BASS FOUNDRY
AND MACHINE COMPANY
DECEMBER 15, 1943

A special meeting of the Board of Directors, Bass Foundry and Machine Company, was held at 1:45 o'clock P.M. on the 15th day of December, 1943, in the office of said company at 724 Ewing Street, Fort Wayne, Indiana. All directors except those waiving notice were in attendance. John B. Leslie presided. Vacancies among the officers of the corporation were suggested in the office of President, Vice President, and Treasurer. Upon motion duly made, seconded, and unanimously carried, Grace Bass Leslie was elected President, Harry K. Polhamus was elected Vice President, and Gaylard F. Leslie was elected Treasurer.

James H. Haberly and Gaylard F. Leslie, Trustees of the Bass Foundry and Machine Company, Debtor, presented to the directors their final report and their motion to dismiss filed on the 6th day of December, 1943, by them in that certain cause pending in the District Court of the United States for the Northern District of Indiana, Fort Wayne Division, entitled "In the Matter of the Bankruptcy of Bass Foundry and Machine Company, Debtor, Cause No. 2469."

Miss Madaline Becker and Samuel D. Jackson presented to the Board of Directors true copies of the records on file in the Clerk's office of said court, including statements of Trustees' receipts and expenditures, and gave a full and complete statement of all the doings of said Trustee in said bankruptcy proceedings.

A full discussion was had and upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

> RESOLUTION: Be it resolved that the president and secretary of this corporation for and on its behalf be authorized to cause Bass Foundry and Machine Company, to appear to the final report and petition for dismissal filed by James H. Haberly and Gaylard F. Leslie, Trustees, in the District Court of the United States for the Northern District of Indiana, Fort WayneDivision, in the proceedings entitled "In the Matter of the Bankruptcy of the Bass Foundry and Machine Company, Debtor, Cause No. 2469", and with said appearance waive the issuance and service of notice of the filing thereof and of the time and place of hearing thereon.
>
> BE IT RESOLVED FURTHER that this corporation does now hereby

ratify, confirm, and approve all of the doings of Gaylard H. Leslie, Gaylard P. Leslie, and James H. Haberly, as Trustees of said debtor corporation in said proceedings, including, but not limited to, the final report and petition for dismissal aforesaid.

BE IT RESOLVED FURTHER that the president and secretary aforesaid of this corporation be and they are hereby authorized and directed to execute and file in said court such instrument as may be necessary to report such ratification, confirmation, and approval, and to join in the prayer set out in said final report and petition for dismissal.

There being no further business to come before the meeting, same was adjourned.

Grace Bass Leslie
President

Attest:
John Bass Leslie, Secy
Secretary

MINUTES OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF BASS FOUNDRY AND
MACHINE COMPANY - NOVEMBER 20th, 1947

A special meeting of the Board of Directors of the Bass Foundry and Machine Company was held at one-thirty o'clock P.M. November 20th, 1947, at the office of the Company at 728 Ewing Street, Fort Wayne, Indiana.

All Directors were present in person.

The question of the disposition of the Superior Street real estate was brought up and fully discussed. The President stated that an offer had been received from Frank J. Trautman and Helen I. Trautman to purchase said tract, described as follows:

> Lots numbered 565, 566 and 567 Hanna's Addition to the City of Fort Wayne; Also lots 17 and 18 with adjoining alley in Old Plat to the City of Fort Wayne,

for the purchase price of $67,500, payable on a contract providing for a down payment of $21,500 and semi-annual principal payments of $2,300, with interest at the rate of four (4%) per cent per annum on deferred balances.

On motion duly made, seconded and unanimously carried the President and Secretary were directed to execute on behalf of the Company a contract according to the terms aforesaid, and to deliver the same to said purchasers and upon payment of

said purchase price to execute and deliver on behalf of this Company a proper warranty deed conveying said real estate to such purchasers.

There being no further business to come before the meeting, the same was adjourned.

Grace Bass Leslie
President

John B. Leslie
Secretary

BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY
HELD APRIL 4TH., 1955

A special meeting of the Board of Directors of Bass Foundry and Machine Company was held at 201 Central Building, in the City of Fort Wayne, Allen County, Indiana, at eight o'clock P. M., on the fourth day of April, 1955.

The meeting was called and held pursuant to written notice sent to all the Directors.

The following Directors were present: John B. Leslie, Gaylard F. Leslie, Harry K. Polhamus and Madaline Becker.

John B. Leslie, Vice-President of the Company acted as Chairman of the meeting, and Gaylard F. Leslie, Secretary of the Company, acted as secretary of the meeting.

The Minutes of the special meeting of the Board of Directors held November 20th, 1947, were read and upon motion by Harry K. Polhamus seconded by Madaline Becker, and unanimously adopted, were duly approved as read.

The Chairman announced that the purpose of the meeting as stated in the notice thereof was to consider and to take appropriate action on the transfer of certain shares of stock belonging to the Company.

After some consideration the following resolution was introduced by Gaylard F. Leslie:

"BE IT RESOLVED, That Bass Foundry and Machine Company proceed with its plan of liquidation by transferring and delivering to Walter H. Koehlinger the following shares of stock belonging to said Company:

200 shares of American Enka Corporation represented by Certificates No. C-17606, C-17656 and O-215553;

240 shares of Royal Dutch Company represented by Certificates No. 109174, 109175 and O-120190;

300 shares of Northern Ohio Telephone Company, represented by Certificates No. C-806, C-807 and C-808;

"BE IT FURTHER RESOLVED, that John B. Leslie, Vice-President, and Gaylard F. Leslie, Secretary, be and they are hereby authorized and directed to endorse said certificates as above listed for and on behalf of said Company; to deliver said certificates to the transfer agent for said stock and to cause said certificates to be transferred to the name of Walter H. Koehlinger and to cause said shares to transferred to be delivered to said Walter H. Koehlinger, and

"BE IT FURTHER RESOLVED, That any action heretofore taken by John B. Leslie, Vice-President,

and Gaylard F. Leslie, Secretary, in endorsing said certificates for the purpose of said transfer be in all respects approved, confirmed and ratified, and made the action of this Company."

The adopting of said resolution was moved by Gaylard F. Leslie, seconded by Harry K. Polhamus and upon vote was unanimously adopted.

There being no further business to come before the meeting, upon motion by John B. Leslie, seconded by Madaline Pecker, and unanimously adopted, the meeting was duly adjourned.

John B. Leslie
Chairman

Gaylard F. Leslie
Secretary.

CERTIFICATE

I, the undersigned, hereby certify that I am the duly elected, qualified and acting Secretary of Bass Foundry and Machine Company, an Indiana corporation of Fort Wayne, Indiana. That as such Secretary I have custody of and access to the minute book and other records of said company.

That the following is a true, complete and correct copy of the minutes of the special meeting of the Board of Directors of Bass Foundry and Machine Company held April 4, 1955:

A special meeting of the Board of Directors of Bass Foundry and Machine Company was held at 201 Central Building, in the City of Fort Wayne, Allen County, Indiana, at eight o'clock P. M., on the fourth day of April, 1955.

The meeting was called and held pursuant to written notice sent to all the Directors.

The following Directors were present: John B. Leslie, Gaylard F. Leslie, Harry K. Polhamus and Madaline Becker.

John B Leslie, Vice-President of the company acted as Chairman of the meeting, and Gaylard F. Leslie, Secretary of the company acted as Secretary of the meeting.

The minutes of the special meeting of the Board of Directors held November 20, 1947, were read and upon motion by Harry K. Polhamus, seconded by Madaline Becker, and unanimously adopted, were duly approved as read.

The Chairman announced that the purpose of the meeting as stated in the notice thereof was to consider and to take appropriate action on the transfer of certain shares of stock belonging to the company.

After some consideration the following resolution was introduced by Gaylard F. Leslie:

"BE IT RESOLVED, That Bass Foundry and Machine Company proceed with its plan of liquidation by transferring and delivering to Walter H. Koehlinger the following shares of stock belinging to said company:

200 shares of American Enka Corporation represented by Certificates No. C-17606, C-17656 and O-215553;

240 shares of Royal Dutch Company represented by Certificates No. 109174, 109175 and O-120190;

300 shares of Northern Ohio Telephone Company, represented by Certificates No. C-806, C-807 and C 808;

"BE IT FURTHER RESOLVED, That John B. Leslie, Vice-President, and Gaylard F. Leslie, Secretary, be and they are hereby authorized and directed to endorse said certificates as above listed for and on behalf of said company; to deliver said certificates to the transfer agent for said stock and to cause said certificates to be transferred to the name of Walter H. Koehlinger and to cause said shares so transferred to be delivered to said Walter H. Koehlinger, and

"BE IT FURTHER RESOLVED, That any action heretofore taken by John B. Leslie, Vice-President, and Gaylard F. Leslie, Secretary, in endorsing said certificates for the purpose of said transfer be in all respects approved, confirmed and ratified and made the action of this company. "

The adoption of said resolution was moved by Gaylard F. Leslie, seconded by Harry K. Polhamus and upon vote was unanimously adopted.

There being no further business to come before the meeting, upon motion by John B. Leslie, seconded by Madaline Becker, and unanimously adopted, the meeting was duly adjourned.

/S/ John B. Leslie
Chairman

/S/ Gaylard F. Leslie
Secretary

(SEAL)

I further certify that said meeting was duly and properly called and held in all respects and that a majority of Directors were present at said meeting and duly acted favorably upon the business transacted at said meeting.

I further certify that John B. Leslie is the duly elected, qualified and acting Vice-President and that Gaylard F. Leslie is the duly elected, qualified, and acting Secretary of Bass Foundry and Machine Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of Bass Foundry and Machine Company in the City of Fort Wayne, Indiana, this _____ day of April, 1955.

Gaylard F. Leslie, Secretary
Bass Foundry and Machine Company

98 atl 470
American Woolen vs Edwards.

I incline, therefore to holet that the year for which the license fee is paid begins with the first Tuesday in May. On that day it is in most cases easy to ascertain by a mere arithmetical calculation the amount of the license fee or franchise tax, at the rate fixed by the Legislature, and I see no difficulty in holding that the levy is made as of that date. — —

There is an obvious advantage in adopting the first Tuesday of May as the beginning of the year for which the license fee is paid

C. C. Pinckney
Tax Commissioner

Ass't Commissioner

90 Nj 365

Mar. 12, 1918.

Old Dominion Copper Mining & Smelting Co. vs. State Board of Taxes and Assessors and the Comptroller of the Treasury.

103 atl 99

KNOW ALL MEN BY THESE PRESENTS, that we,and each of us,do hereby severally make, constitute and appoint Gaylord M. Leslie our proxy and attorney in fact to vote our stock at the special meeting of the stockholders of the Bass Foundry and Machine Company,to be held at its office in Jersey City in the State of New Jersey, on the 28th day of April, 1919, and at any adjournment of said meeting,upon any and all questions that may come before said meeting, and we severally request and direct that our said proxy and attorney in fact shall vote for any propoeition or resolution for the sale, conveyance and assignment of all of the property, good will and the right to use the name of said Company,and also to vote for any propoeition or resolution for the dissolution and winding up the affairs of said Company, hereby ratifying all that our said attorney may do in the premises.

WITNESS our hand and seale this 19th day of April, 1919.

Witness

Laura A. Bass

Geo. Bass Leslie

Chas T. Strawbridge.

John W. Bailey Jr.

KNOW ALL MEN BY THESE PRESENTS, that we, and each of us, do hereby severally make, constitute and appoint Gaylord M. Leslie our proxy and attorney in fact to vote our stock at the special meeting of the stockholders of the Base Foundry and Machine Company, to be held at its office in Jersey City in the State of New Jersey, on the 26th day of April, 1919, and at any adjournment of said meeting, upon any and all questions that may come before said meeting, and we severally request and direct that our said proxy and attorney in fact shall vote for any proposition or resolution for the sale, conveyance and assignment of all of the property, good will and the right to use the name of said Company, and also to vote for any proposition or resolution for the dissolution and winding up the affairs of said Company, hereby ratifying all that our said attorney may do in the premises.

WITNESS our hand and seals this 19th day of April, 1919.

Witness

KNOW ALL MEN BY THESE PRESENTS, that I, John M. Garvin, do hereby make, constitute and appoint Gaylard M. Leslie my proxy and attorney in fact for me and in my place and stead to vote my stock at a special meeting of the stockholders of The Base Foundry and Machine Company to be held at its office in Jersey City in the State of New Jersey on Saturday, the 26th day of April, 1919, upon any question or resolution coming before said meeting, and I request that he vote for any proposition or resolution to sell, convey, and assign all of the property, assets and good will, including the right to use the name of said Company, and also for any proposition or resolution to dissolve said Company, hereby ratifying and confirming all that my said proxy and attorney in fact made do in the premises.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of April, 1919.

J. M. Garvin

Witness

NOTICE

NOTICE is hereby given that there will be a special meeting of the stockholders of The Base Foundry and Machine Company, held at its office No. 75 Montgomery Street, in the city of New Jersey, in the State of New Jersey, on Saturday, the 26th day of April, 1919, at 11 o'clock A. M., for the purpose of considering and taking action upon a resolution to be presented to the stockholders at said meeting to sell, convey, assign and transfer all of the property and assets and good will of said Company and also to consider and take action upon a resolution to be presented at said meeting for the voluntary dissolution of said Company upon the sale, conveyance and assignment of all of its property and for the transaction of such other business as may properly come before said meeting or any adjournment thereof.

Dated this April 17th, 1919.

J. H. Bass
President.

[illegible]
Secretary.

I hereby acknowledge due service of the above notice and consent to the holding of said meeting at the time and place fixed and hereby waive any and all objections to the holding of said meeting at said time and place, any rule of law or of the by-laws of said Company to the contrary notwithstanding, and consent to the transaction of all such business at said meeting.

J. M. Garvin
Laura H. Bass
Grace Bass Leslie

NOTICE

NOTICE is hereby given that there will be a special meeting of the stockholders of The Base Foundry and Machine Company, held at its office No. 75 Montgomery Street, in the city of New Jersey, in the State of New Jersey, on Saturday, the 26th day of April, 1919, at 11 o'clock A. M., for the purpose of considering and taking action upon a resolution to be presented to the stockholders at said meeting to sell, convey, assign and transfer all of the property and assets and good will of said Company and also to consider and take action upon a resolution to be presented at said meeting for the voluntary dissolution of said Company upon the sale, conveyance and assignment of all of its property and for the transaction of such other business as may properly come before said meeting or any adjournment thereof.

Dated this April 17th, 1919.

J. H. Base
President.

Secretary.

I hereby acknowledge due service of the above notice and consent to the holding of said meeting at the time and place fixed and hereby waive any and all objections to the holding of said meeting at said time and place, any rule of law or of the by-laws of said Company to the contrary notwithstanding, and consent to the transaction of all such business at said meeting.

J. H. Base

John W. Snyder

William C. Slater

C. T. Strawbridge

We, the undersigned, being all of the stockholders of BASS FOUNDRY & MACHINE COMPANY (of New Jersey) do hereby consent and agree that all of the capital stock of Bass Foundry & Machine Company (a corporation of the State of Indiana) which is receivable by Bass Foundry & Machine Company (of New Jersey) upon the sale of the assets of the latter Company, be distributed as follows:

To John H.Bass,	14,995	Shares
" Laura E.Bass,	1,000	"
" Grace Bass Leslie	1,000	"

And we do further join in the request that certificates for said capital stock of Bass Foundry & Machine Company (of Indiana) be directly issued to the aforesaid individuals without any intermediate or prior issue or delivery to Bass Foundry & Machine Company (of New Jersey) or any of its officers.

We do further consent and agree and direct that the directors and officers of Bass Foundry & Machine Company (of New Jersey) take such action and issue such directions as may be necessary or proper to accomplish the above distribution.

NAME OF STOCKHOLDER	ADDRESS	NUMBER OF SHARES COMMON	PREFERRED.

MINUTES OF THE MEETING OF THE DIRECTORS OF THE BASS FOUNDRY AND MACHINE COMPANY held at the Company's office in the city of Fort Wayne pursuant to the call of the president and secretary made at the request of two members of the Board in accordance with its by-laws and which request is in the following words and figures:-

" TO
JOHN H. BASS, PRESIDENT, AND ROBERTSON J. FISHER, SECRETARY OF THE BASS FOUNDRY AND MACHINE COMPANY,

WE, THE UNDERSIGNED, directors of said Company do hereby request that you call a special meeting of the Board of Directors of said Company for the purpose of considering and taking action upon a resolution to be presented to said Board for the sale, conveyance, transfer and assignment of all the property and assets of every kind of said Company and also to consider and take action upon a resolution to be presented to said Board for the voluntary dissolution of said Company immediately upon the sale, assignment and transfer of all of its said property and assets and for such other business as may properly come before said meeting.

G. M. Leslie,
C. T. Strawbridge.

We hereby accept notice of the above request this 17th day of April, 1919.

J. H, Bass,
President.
R. J. Fisher,
Secretary."

And in accordance with the following notice, agreement and waiver signed by all of the directors of this Company and which notice, agreement and waiver are in the following words and figures:-

"N O T I C E

NOTICE is hereby given that there will be a special meeting of the Board of Directors of The Bass Foundry and Machine Company to be held at its office at its manufacturing plant in the city of Fort Wayne, Allen County, Indiana, on Thursday, the 24th day of April, 1919, at 10 o'clock A. M. to consider and take action upon a resolution to sell and convey all of the property and assets of every kind and description of said Company; and also upon a resolution for the voluntary dissolution of said Company upon the sale and conveyance of all its property and assets made, and for the transaction of such business as may properly come before said meeting, or any adjournment thereof, by order of the president.

Dated this April 17th, 1919.

J. H. Bass,
President.
R. J. Fisher,
Secretary.

I hereby acknowledge due service of the above notice and consent to the holding of said meeting at the time and place therein fixed and hereby waive any and all objections to the holding of said meeting at said time and place, any rule of law or of the by-laws of said Company to the contrary notwithstanding and consent to the transaction of all such business at said meeting.

John H. Bass,
Gaylord M. Leslie,
Charles T. Strawbridge,
Robertson J. Fisher,
John M. Garwin,
John M. Enright."

The president called the meeting to order and stated that the object of the meeting was to consider and take action upon a proposition or resolution to sell and convey all of the property of every kind and description and wherescever situate of this Company and/a resolution for its voluntary dissolution.

Thereupon Mr. William C. Slater offered the following resolution and moved its adoption, which motion being duly seconded and put was adopted by the unanimous vote of all of said directors present, which resolution is in the following words and figures:-

WHEREAS, Bass Foundry and Machine Company, a corporation organized under the laws of the State of Indiana, has presented to this Board a written offer and proposition to purchase and acquire all the property of every kind and description and wheresoever situate, including the good will and the exclusive right to use the corporate name of this Company, a copy of which is attached hereto and made a part of this resolution, marked "Exhibit A", therefore be it

RESOLVED, that it is to the advantage and best interest of this Company and of its stockholders and creditors that said offer and proposition be and the same is hereby accepted and that this Company sell and convey all of its said property of every kind, its good will and the exclusive right to use its corporate name upon the terms and for the considerations stated in said proposition; and the president and secretary of this Company are hereby authorized and directed for and on behalf of this Company and in its corporate name and under its corporate seal to accept said proposition and to sell and convey by warranty deed all of the said property of this Company, including its good will and the exclusive right to use its corporate name upon the terms and for the considerations stated in said proposition to the said Bass Foundry and Machine Company, a corporation under the laws of the State of Indiana, and to execute all other xigkixxx writings and instruments and to do and perform all acts and things necessary or proper to fully carry out the terms of said proposition and to vest the title to all said property in said Indiana corporation, subject to the payment of all the bonded and other debts and liabilities of this Company which are to be assumed and agreed to be paid by said Indiana corporation by the terms of the deed or deeds so to be executed or by a separate instrument in writing. Separate deeds may be executed by the president and secretary of this Company for the real estate, plants and other properties of this Company located or situate in each of the States of Indiana, Alabama, Georgia and Tennessee.

"EXHIBIT A"

TO THE BASS FOUNDRY AND MACHINE COMPANY AND TO ITS BOARD OF DIRECTORS AND STOCKHOLDERS:

BASS FOUNDRY AND MACHINE COMPANY, a corporation organized under the laws of the State of Indiana, hereby proposes and offers to purchase all the property of every kind and description and wheresoever situate, including all stocks, contracts, leases, timber rights, notes, bills, accounts and other choses in action respectively of your Company, including your good will and the exclusive right to use your corporate name and will pay therefor the sum of five hundred dollars ($500.00) in cash and issue to your Company, or its stockholders, in such proportion as you direct 1[illegible],995 shares of one hundred ($100.00) dollars each face value of fully paid and non-assessable stock of the undersigned, Bass Foundry and Machine Company, upon the execution by your Company of proper deeds authorized by your Board of Directors and approved by your stockholders, which deed shall be subject to the payment of four hundred ninety-five thousand dollars ($495,000.) face value of the bonds of your Company, and the interest thereon, issued under and secured by your mortgage to the Tri-State Loan and Trust Company, Trustee, of Fort Wayne, Indiana, and also subject to all other unpaid debts and liabilities of your Company, which bonds, debts and liabilities shall be assumed and agreed to be paid by the undersigned by the terms of the deed or deeds therefor and such other written agreement to be executed by the undersigned as your Board of Directors may require.

Your Company shall execute separate deeds for the lands, plants and property situate in each of the states of Indiana, Alabama, Georgia and Tennessee.

IN WITNESS WHEREOF Bass Foundry and Machine Company has caused this proposition to be signed in its corporate name by Gaylord M. Leslie, its treasurer, duly authorized thereto, and its corporate seal affixed hereto, attested by Robertson J. Fisher, its secretary, this 24 day of April, 1919.

BASS FOUNDRY AND MACHINE COMPANY,

Attest:
William C. Slater
Secretary

BY G. M. Leslie
Treasurer.

Accepted this 24th day of April, 1919.

THE BASS FOUNDRY AND MACHINE COMPANY,

BY

Thereupon Mr. William C. Slater offered the following resolution and moved its adoption, which motion being duly put and seconded by Dr. Gaylord M. Leslie was unanimously adopted by the affirmative vote of all of the directors present and which resolution is in the following words and figures:-

WHEREAS, all the stockholders of this Company have presented to and filed with this Board their written consent in writing that a dissolution of this corporation shall take place, which consent is in the following words and figures, to-wit:-

"TO THE HONORABLE SECRETARY OF STATE
OF THE STATE OF NEW JERSEY.

WE, THE UNDERSIGNED, being all of the owners and holders of all the preferred and common stock of The Bass Foundry and Machine Company, a corporation organized and existing under the laws of the State of New Jersey, whose names and places of residence are hereunto subscribed, and each owning and holding the number of shares of said stock set opposite our respective names, hereby represent and certify that said corporation has sold, conveyed and transferred all its property and assets of every kind and description and wheresoever situate, and its good will to Bass Foundry and Machine Company, a corporation organized and existing under the laws of the State of Indiana, which has in consideration of said sale and conveyance assumed and agreed in writing to pay any and all unpaid obligations and liabilities of said The Bass Foundry and Machine Company, (the said New Jersey corporation), which is not indebted or liable in any sum whatever to any citizen, resident or corporation of the State of New Jersey; and the undersigned deem it advisable and most for the benefit of said last named corporation that it be dissolved, and we hereby jointly and severally consent to the dissolution of the said The Bass Foundry and Machine Company, hereby surrender its franchises and approve, ratify and confirm the resolution to that effect adopted by the Board of Directors of said Company at its meeting held on the 24th day of April, 1919.

IN WITNESS WHEREOF we have hereunto subscribed our names and set opposite thereto the number of shares of the capital stock of said last named Company owned and held by each of us.

NAME.	RESIDENCE	NO. SHARES PREFERRED STOCK.	NO. SHARES COM. STOCK
J. H. BASS	FT. WAYNE, IND.	None.	19994
G. M. LESLIE	FT. WAYNE, IND.	None.	One
C. T. STRAWBRIDGE	FT. WAYNE, IND.	None.	One
P. J. FISHER,	FT. WAYNE, IND.	None.	One
WILLIAM C. SLATER,	FT. WAYNE, IND.	None.	One
J. M. GARVIN,	ROCK RUN, ALA.	None.	One
LAURA H. BASS	FT. WAYNE, IND.	1000 shares	None
GRACE BASS LESLIE	FT. WAYNE, IND.	1000 shares	None."

Therefore be it resolved that it is, in the judgment of this Board of Directors advisable and most to the benefit of this corporation that it be dissolved, therefore be it

RESOLVED, that this corporation shall be dissolved and the president and secretary of this Company are hereby authorized and directed to file in the office of the Secretary of State of New Jersey a certified copy of this resolution and also said consent so filed by all the stockholders of this Company to such dissolution, together with a list of the names and residences of the directors and officers of this corporation as follows:-

DIRECTORS.	RESIDENCE
John H. Bass,	Fort Wayne, Indiana.
Gaylord M. Leslie,	Fort Wayne, Indiana

DIRECTORS.	RESIDENCE
Robertson J. Fisher,	Fort Wayne, Indiana.
Charles T. Strawbridge,	Fort Wayne, Indiana.
William C. Slater,	Fort Wayne, Indiana.
John M. Garvin,	Rock Run, Alabama.
John M. Enright,	Jersey City, New Jersey.

OFFICERS

NAMES.		RESIDENCE
John H. Bass,	President	Fort Wayne, Indiana.
Charles T. Strawbridge,	First Vice-president,	Fort Wayne, Indiana.
John M. Garvin,	Second Vice-president,	Rock Run, Alabama.
Robertson J. Fisher,	Secretary,	Fort Wayne, Indiana.
Gaylord M. Leslie,	Treasurer,	Fort Wayne, Indiana.

STATE OF INDIANA :
:SS
ALLEN COUNTY :

WE, JOHN H. BASS, the president, and ROBERTSON J. FISHER, the secretary respectively of The Bass Foundry and Machine Company, a corporation organized under the laws of the State of New Jersey, hereby certify that we are the president and secretary respectively of said Company; that the foregoing is a true and correct copy of the minutes of the meeting of the directors of said Company called and held at the Company's office in the city of Fort Wayne, Indiana, on the 24th day of April, 1919, as the same are entered and appear of record in the Record Books of said Company.

IN WITNESS WHEREOF we have hereunto subscribed our names as president and secretary of said Company and affixed hereto its corporate seal at Fort Wayne, Indiana, this 25th day of April, 1919.

John H. Bass
PRESIDENT

Robertson J. Fisher
SECRETARY.

MINUTES OF THE SPECIAL MEETING OF THE STOCKHOLDERS OF

THE BASS FOUNDRY AND MACHINE COMPANY held at the Company's office at No. 75 Montgomery Street, in the city of New Jersey, State of New Jersey, on the 28th day of April, 1919, pursuant to the following notice and acknowledgment of service thereof and waiver:-

"N O T I C E

NOTICE is hereby given that there will be a special meeting of the stockholders of The Bass Foundry and Machine Company, held at its office No. 75 Montgomery Street, in the city of New Jersey, in the State of New Jersey, on Saturday, the 26th day of April, 1919, at 11 o'clock A. M., for the purpose of considering and taking action upon a resolution to be presented to the stockholders at said meeting to sell, convey, assign and transfer all of the property and assets and good will of said Company and also to consider and take action upon a resolution to be presented at said meeting for the voluntary dissolution of said Company upon the sale, conveyance and assignment of all of its property and for the transaction of such other business as may properly come before said meeting or any adjournment thereof.

Dated this April 17th, 1919.

J. H. Bass,
President.
R. J. Fisher,
Secretary.

I hereby acknowledge due service of the above notice and consent to the holding of said meeting at the time and place fixed and hereby waive any and all objections to the holding of said meeting at said time and place, any rule of law or of the by-laws of said Company to the contrary notwithstanding, and consent to the transaction of all such business at said meeting.

John M. Enright,
John H. Bass,
Gaylord M. Leslie,
Robertson J. Fisher,
Charles T. Strawbridge,
Laura H. Bass,
Grace Bass Leslie,
John M. Carvin"
William C. Slater."

On motion of Gaylord M. Leslie John M. Enright was chosen chairman of the meeting and on motion of Charles T. Strawbridge Gaylord M. Leslie was made secretary of the meeting.

There were present in person the following stockholders:- John M. Enright, Gaylord M. Leslie and Charles T. Strawbridge, each owning one share of the common capital stock of the Company.

There were also present by their proxy Gaylord M. Leslie the following stockholders owning the number of shares of stock of this

Company set opposite their respective names:-

NAME	RESIDENCE	NO. SHARES PREFERRED	NO. SHARES COMMON
John H. Bass,	Fort Wayne, Ind.		19994
Robertson J. Fisher,	Fort Wayne, Ind.		1
William C. Slater,	Fort Wayne, Ind.		1
John M. Garvin,	Rock Run, Alabama.		1
Laura H. Bass,	Fort Wayne, Ind.	1000	
Grace Bass Leslie,	Fort Wayne, Ind.	1000	

The chairman stated the purpose of the meeting was to consider and take action upon a resolution to sell, convey, assign and transfer all the property, assets and good will of this Company and also to consider and take action upon a resolution to be presented at said meeting for the voluntary dissolution of this Company.

The Secretary then read to the meeting the action of the Board of Directors of this Company at its meeting held in the city of Fort Wayne, Indiana, on the 24th day of April, 1919, in relation to the sale and conveyance of all the property and good will of this Company, including the right to use its corporate name and the action of said Board in regard to the dissolution of this Company.

Thereupon Charles T. Strawbridge offered the following resolution and moved its adoption, which motion being seconded and put was unanimously carried by the vote of all of the stockholders of the Company and which resolution is in the following words and figures, to-wit:-

RESOLVED, that the action of the Board of Directors in selling and conveying all the property of every kind and description and wheresoever situate, including the good will and the exclusive right to use the corporate name of this Company, to Bass Foundry and Machine Company, a corporation organized under the laws of the State of Indiana, for the sum of five hundred dollars ($500.) and 13,995 shares of one hundred ($100.) dollars each fully paid and non-assessable stock of said Indiana Company, be and the same is hereby in all things approved, confirmed and ratified and the deeds executed therefor by the President and Secretary of this Company pursuant to the authority of the Board of Directors and which are presented to this meeting are hereby approved and ratified and the Board of Directors of this Company and the President and Secretary thereof are hereby authorized to do and perform or cause to be done and performed all things necessary or proper to complete said sale by this Company and to vest the title to all said property in said Indiana Company.

RESOLVED, FURTHER, that said Bass Foundry and Machine Company, the Indiana corporation, be and it is hereby requested and directed to issue the 13,995 shares of one hundred ($100.) dollars each face value of its capital stock agreed by it to be issued in payment of said purchase, as follows:-

To John H. Bass 14,995 shares
To Laura H. Bass 1,000 shares
To Grace Bass Leslie 1,000 shares.

Charles T. Strawbridge thereupon presented to the meeting the consent in writing, signed by all of the stockholders of this Company to the dissolution of this corporation and which consent is in the words and figures following, to-wit:-

"TO THE HONORABLE SECRETARY OF STATE
OF
THE STATE OF NEW JERSEY.

WE, THE UNDERSIGNED, being all of the owners and holders of all the preferred and common stock of The Bass Foundry and Machine Company, a corporation organized and existing under the laws of the State of New Jersey, whose names and places of residence are hereunto subscribed, and each owning and holding the number of shares of said stock set opposite our respective names, hereby represent and certify that said corporation has sold, conveyed and transferred all its property and assets of every kind and description and wheresoever situate, and its good will to Bass Foundry and Machine Company, a corporation organized and existing under the laws of the State of Indiana, which has, in consideration of said sale and conveyance, assumed and agreed in writing to pay any and all unpaid obligations and liabilities of said The Bass Foundry and Machine Company, (the said New Jersey corporation), which is not indebted or liable in any sum whatever to any citizen, resident or corporation of the State of New Jersey; and the undersigned deem it advisable and most for the benefit of said last named corporation that it be dissolved, and we hereby jointly and severally consent to the dissolution of the said The Bass Foundry and Machine Company, hereby surrender its franchises, and approve, ratify and confirm the resolution to that effect by the Board of Directors of said Company at its meeting held on the 24th day of April, 1919.

IN WITNESS WHEREOF we have hereunto subscribed our names and set opposite thereto the number of shares of the capital stock of said last named Company owned and held by each of us.

NAME	RESIDENCE	NO. SHARES PREFERRED STOCK.	NO. SHARES COM. STOCK.
. H. Bass,	Ft. Wayne, Ind.	None	19994
. M. Leslie,	Ft. Wayne, Ind.	None	One
. T. Strawbridge,	Ft. Wayne, Ind.	None	One
. J. Fisher,	Ft. Wayne, Ind.	None	One
illiam C. Slater,	Ft. Wayne, Ind.	None	One
. M. Garvin,	Rock Run, Ala.	None	One
aura H. Bass,	Fort Wayne, Ind.	1000 shares	None
race Bass Leslie,	Ft. Wayne, Ind.	1000 shares	None"
John M. Enright,	Jersey City, N. J.		One

And thereupon he offered the following resolution and moved its adoption, which motion being seconded and put was adopted by the unanimous vote of all of the stockholders of this Company, and which resolution is in the following words and figures, to-wit:-

RESOLVED, that the stockholders of this Company consent to the dissolution of this corporation and that the action of the Board of Directors of this Company and the resolution passed by it at its meeting held on the 24th day of April, 1919, at this Company's office in the city of Fort Wayne, Indiana, for the dissolution of this corporation, be and the same are hereby in all things approved, ratified and confirmed.

Gaylord M. Leslie, Treasurer of this Company, then presented all of the issued and outstanding certificates for all the capital stock of this Company, both preferred and common, which had been delivered to him by the stockholders for surrender and cancellation upon the dissolution of this corporation and on motion of Charles T. Strawbridge, Treasurer of this Company, was directed to cancel said certificate upon such dissolution and/on motion of Charles T. Strawbridge, the Treasurer of this Company was directed to cancel said certificates upon such dissolution and to make any further disposition thereof that may be required by the laws of New Jersey.

Form C 806
7-1-18– 25M

STATE OF NEW JERSEY

DEPARTMENT OF STATE

Trenton, 28th April, 1919.

Messrs. McDermott & Enright,

Jersey City, N. J.

Gentlemen:

I beg to acknowledge receipt of the Certificate of Dissolution of the BASS FOUNDRY & MACHINE COMPANY, which is to be held in this office pending receipt of a certificate from the State Comptroller, showing that all taxes assessed against this corporation have been paid.

The fee for filing this certificate is $20.00, and for recording $2.50, total $22.50 receipt of which is hereby acknowledged.

Very truly yours,

Thomas Martin

SECRETARY OF STATE.

FPH LTS

In the Matter of

the Dissolution of the

Bass Foundry & Machine Co.

****

Demand for Certificate from Comptroller.

****

McDermott & Enright,
75 Montgomery Street,
Jersey City, N. J.

Service acknowledged
[illegible]
Comptroller
Apr. 29, 1919.

In the Matter of

The Dissolution of the
Bass Foundry & Machine Company.

To the Comptroller of the State of New Jersey:-

WHEREAS, Bass Foundry & Machine Company, a body corporate of the State of New Jersey, has taken the necessary steps to dissolve according to the statute in such case made and provided and has presented a Certificate of Dissolution to the Secretary of State, and

WHEREAS, under Section 31A of the corporation act of this State the Secretary of State requires a certificate from the Comptroller of the State that all taxes levied against the said Bass Foundry & Machine Company have been paid before he can issue a certificate of Dissolution, and

WHEREAS, the Bass Foundry & Machine Company, a corporation of the State of New Jersey have paid all taxes due to the State of New Jersey the said Bass Foundry & Machine Company hereby demands that a certificate be issued by the Comptroller that all said taxes levied against the said corporation have been paid.

Dated April 28, 1919.

Yours respectfully,
BASS FOUNDRY & MACHINE COMPANY,
By J M Leslie
Treas.
McDermott & Enright

Attorneys for
Bass Foundry & Machine Co.

STATE OF NEW JERSEY.

DEPARTMENT OF STATE

CERTIFICATE OF DISSOLUTION

To all whom these presents may come, Greeting:

Whereas, It appears to my satisfaction, by duly authenticated record of the proceedings for the voluntary dissolution thereof by the unanimous consent of all the stockholders, deposited in my office, that

THE BASS FOUNDRY AND MACHINE COMPANY,

a corporation of this State, whose principal office is situated at No. 75 Montgomery Street, in the City of Jersey City, County of Hudson, State of New Jersey (John M. Enright, being the agent therein and in charge thereof, upon whom process may be served), has complied with the requirements of "An act concerning corporations (Revision of 1896)," preliminary to the issuing of this Certificate of Dissolution.

Now, Therefore, I, THOMAS F. MARTIN, Secretary of State of the State of New Jersey, Do Hereby Certify that the said corporation did, on the Twenty-ninth day of April, 1919, file in my office a duly executed and attested consent in writing to the dissolution of said corporation, executed by all the stockholders thereof, which said consent and the record of the proceedings aforesaid are now on file in my said office as provided by law.

In Testimony Whereof, I have hereto set my hand and affixed my official seal, at Trenton, this Twenty-ninth day of April, A. D. one thousand nine hundred and nineteen.

Secretary of State.

#2436.

No. 19891

SECRETARY OF STATE, INDIANA

Indianapolis, July 10, 1930 19

Received of Barrett, Barrett & McNagny

---Two Hundred Eleven, and ---- 50/100 **Dollars**

For Fees Due to the State of Indiana as Follows:

21,000	Number of Shares - -	$ 210.00
	Amendment - - - -	$
	Reorganization - - -	$
	Change of Agent - - -	$
	Not for Profit - - -	$
	Withdrawal - - - -	$
	Recording - - - - -	$
	Certificate - - - -	$ 1.00
	Seal - - - - - - -	$ .50
	TOTAL - - -	$ 211.50

In re:

Articles of Incorporation (domestic)

of Bass Foundry & Machine Corp.

OTTO G. FIFIELD,
Secretary of State

by _____
Corporations Division

ORIGINAL

NOT VALID UNLESS COUNTERSIGNED

NOTICE

Your attention is directed to the INDIANA SECURITIES LAW (approved February 27, 1925), which provides:

Section 6. "No securities, except of a class exempt under any of the provisions of Section 4 hereof, or unless sold in any transaction exempt under any of the provisions of Section 5 hereof, shall be sold within this state unless and until such securities shall have been registered by notification or by qualification as hereinafter defined."

Section 19. "Every sale or contract for sale made in violation of any of the provisions of this act shall be voidable at the election of the purchaser and the person making such sale or contract for sale and every officer, director or agent of or for such seller who shall have participated or aided in any way in making such sale shall be jointly and severally liable to such purchaser in an action at law in any court of competent jurisdiction."

Section 22. (b) "Whoever shall sell or cause to be sold, or offer to sell or cause to be offered for sale, any security in this state which is not exempt under any of the provisions of Section 4 of this act, unless sold in any transaction exempt under any of the provisions of Section 5 of this act, and which such securities so sold or caused to be sold, or so offered for sale or caused to be offered for sale, shall not have been registered as provided in this act, shall be guilty of a violation of this act, and upon conviction thereof shall be imprisoned in the state prison for a period of not less than one nor more than five years and fined in any sum not more than one thousand dollars ($1,000)."

Address all communications regarding the Securities Law to the Indiana Securities Commission, 203 State House, Indianapolis.

SECRETARY OF STATE

Form No. 17

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
Otto G. Fifield, Secretary of State

To Whom These Presents Come, Greeting:

Whereas, there has been presented to me at this office Articles of Incorporation in triplicate for BASS FOUNDRY & MACHINE CORPORATION

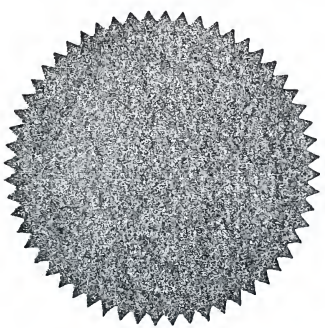
showing capital stock as follows:

21,000 shares having a par value of $100 each.

Said Articles of Incorporation having been prepared and signed in accordance with "An Act concerning domestic and foreign corporations for profit, providing penalties for the violation hereof, and repealing all laws or parts of laws in conflict herewith," approved March 16, 1929, and Acts supplemental thereto.

Whereas, upon due examination, I find that they conform to law:

Now, therefore, I hereby certify that I have this day endorsed my approval upon the triplicate copies of Articles so presented, and, having received the fees required by law, in the sum of $ 211.50 *have filed one copy of the Articles in this office and returned two copies bearing the endorsement of my approval to the incorporators or their representatives.*



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 10th *day of* July, 19 30.

Otto G. Fifield
Otto G. Fifield, Secretary of State.

By James M. House
James M. House, Asst. Deputy.

Form prescribed by the Secretary of State.
Form No. 3. (1st Rev.)

—3—

Approved

FILED

JUL 10 1930

ARTICLES OF INCORPORATION

of

Bass Foundry & Machine Corporation

The undersigned, being three or more natural persons of lawful age, at least a majority of whom are citizens of the United States, do hereby adopt the following articles of incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern, that subscription lists for subscriptions to the shares of the capital stock of the above named corporation for which certificate of incorporation is hereby applied for, have heretofore been opened in accordance with law and that subscriptions to the shares of the corporation have been obtained in an amount not less than One Thousand ($1,000) Dollars.

Be it further remembered that the following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with "An Act concerning domestic and foreign corporations for profit, providing penalties for the violation hereof, and repealing all laws or parts of laws in conflict herewith", approved March 16, 1929, and all acts amendatory thereof and supplemental thereto.

1. The name of this corporation shall be Bass Foundry & Machine Corporation

2. The purpose or purposes for which it is formed are as follows:

2. In furtherance and not in limitation of the powers conferred by law:

A. To sue and be sued in its corporate name;

B. To have a corporate seal and alter the same at pleasure and to use such seal generally, but the use of such seal shall be necessary only when required by law;

C. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and/or intangible, legal or equitable;

D. To borrow money and to issue, sell or pledge its obligations and evidences of indebtedness and to mortgage or pledge its assets, properties and franchises to secure the payment thereof;

E. To conduct business in this State and elsewhere and to have one or more offices out of this State;

F. To acquire, guarantee, hold, own and vote and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities or evidences of indebtedness of any other corporation, domestic or foreign;

G. To purchase and/or hold and to sell and transfer (but not to vote) shares of its own capital stock if and when the capital stock of this Corporation is not thereby impaired;

H. To cease doing business and to dissolve and surrender its corporate franchise;

I. To manufacture, repair, buy, sell and deal in engines, boilers, tanks, mills, machinery, tools, equipment, cars, car wheels, castings, forgings, pig and other iron, steel, brass, bronze and other metals, charcoal, coal and coke and all articles made from wood, metal or other materials or any combination or combinations thereof;

J. To acquire, own, purchase, sell or otherwise dispose of and to operate foundries for casting iron, brass, steel, bronze and other metals, mills, shops and factories for making, manufacturing or assembling articles of any kind or description of wrought iron or steel, steel, iron or other forgings, rolled iron or steel or plates of iron, steel or any other metal or materials of any kind and to conduct any and all businesses incidental or allied thereto;

K. The foregoing clauses shall be construed as powers as well as objects and the matters expressed in each clause shall be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and objects, and the enumeration of specific powers and objects shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers and objects of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The corporation shall be authorized to exercise and enjoy all other powers, objects, rights and privileges granted by an act of the General Assembly of the State of Indiana entitled "The Indiana General Corporation Act" approved March 16, 1929, to corporations organized thereunder, and all acts amendatory thereof or supplemental thereto; and the enumeration of certain powers and objects as herein specified is not intended as exclusive of or as a waiver of any of the powers, objects, rights or privileges granted or conferred by said Act or the said laws now or hereafter in force, provided, that the corporation shall not, in any State, territory, district, possession or country carry on any business or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise.

Form prescribed by the Secretary of State.

3. The period during which it is to continue as a corporation is perpetual. xxxx

4. The post office address of its principal office is 1303 Hanna Street,

Fort Wayne (City) Allen (County) Indiana (State).

The name of its resident agent is Gaylard M. Leslie

The post office address of its resident agent is 1303 Hanna Street,

Fort Wayne (City) Allen (County) Indiana (State).

5. The total number of shares into which its authorized capital stock is to be divided is

twenty-one thousand (21,000)

consisting of shares as follows:

21,000 shares having a par value of $100.00 each.

shares having no par value.

Form prescribed by the Secretary of State.

—o—

6. (If the shares are to be divided into classes or kinds the designations of the different classes, the number and par value, if any of the shares of each class, and either (a) a statement of the relative rights, preferences, limitations and restrictions of each class, or (b) a provision expressly vesting authority in the board of directors, subject to such restrictions as may be provided, to determine the relative rights, preferences, limitations and restrictions (other than voting rights) of each class by resolution or resolutions adopted prior to the issuance of any of the shares of such class; and, if the shares of any class are to be issuable in series, descriptions of the several series, and either (a) a statement of the relative rights, preferences, limitations and restrictions of each series, or (b) a provision expressly vesting authority in the board of directors, subject to such restrictions as may be provided, to determine the relative rights, preferences, limitations and restrictions (other than voting rights) of each series by resolution or resolutions adopted prior to the issuance of any of the shares of such series.)

Indicate here:

The capital stock of the Corporation shall consist of twenty-one thousand (21,000) shares of the par value of One Hundred Dollars ($100.00) each, of which four thousand (4,000) shares shall be preferred stock and seventeen thousand (17,000) shares shall be common stock.

The holders of the preferred stock shall be entitled to receive dividends at the rate of but never exceeding six per cent. (6%) per annum, payable quarterly, in equal installments, on the first days of January, April, July and October, in each year, such dividends to be paid only out of such surplus or net profits of the Corporation as shall be made applicable to the payment of dividends by the Board of Directors. Such dividends shall be cumulative and shall be payable before any dividends shall be paid upon or set apart for the holders of the common stock, so that if, in any year, dividends amounting to six per cent. (6%) shall not have been paid upon or set apart for any of said preferred stock the deficiency shall be paid before any dividends shall be paid upon or set apart for the common stock. When all cumulative dividends on said preferred stock for all previous years shall have been paid and the accrued dividend installments thereon for the current year shall have been paid, or shall have been declared and a sum sufficient for the payment thereof set apart, the Board of Directors may forthwith, without waiting for the expiration of the current year, declare dividends upon the common stock, payable then or thereafter, out of any remaining surplus or net profits.

In the event of any liquidation, dissolution or winding up (whether voluntary or involuntary) of the Corporation, the holders of the preferred stock shall be entitled to be paid in full out of the assets of the Corporation, both the par value of their shares of said stock and the unpaid dividends accrued thereon, before any amount shall be paid out of such assets to the holders of the common stock. After such payment in full to the holders of the preferred stock, the remaining assets and funds of the Corporation shall be distributed and paid to the holders of the common stock in proportion to their respective holdings thereof.

The Corporation, on the sole authority of its Board of Directors, shall have the right to redeem and retire the preferred stock in whole at any time or in part from time to time upon and by the payment to the holders thereof of the par value thereof, together with a premium of two per cent. (2%) thereon, and all accrued and unpaid dividends thereon to the date of redemption. In the event that less than all of the preferred stock at any time outstanding shall be called for redemption, the Corporation shall have the right to determine by lot the shares so to be called for redemption or shall have the right to redeem specific holdings of such stock. If and when the Board of Directors shall elect to redeem the preferred stock or any part thereof and in each such event, notice of the intention of the Corporation to redeem such stock, specifying the stock to be redeemed, the date for redemption and the redemption price, as herein specified, shall be mailed at least thirty (30) days prior to such redemption date to each holder of the stock so to be redeemed to the address of such holder as it appears upon the books of the Corporation. If notice shall be given, as aforesaid, and any holder of the stock called for redemption shall not present his stock for redemption on or before the redemption date specified in the notice, the Corporation shall, immediately after such redemption date, set apart the funds necessary to effect the redemption of such stock and thereupon such stock shall be considered redeemed and retired and each holder thereof shall not thereafter be entitled to receive any further dividends thereon or be entitled to exercise any other right or rights as a holder of such stock. The moneys so set apart for the redemption of any stock shall be paid to the holders of such stock upon the surrender to the Corporation of the certificates representing such stock, properly endorsed.

Shares of the capital stock of this Corporation may be issued by the Corporation for such an amount of consideration as may be fixed from time to time by the Board of Directors and may be paid in whole or in part in money, in other property, tangible or intangible, or in labor actually performed for or services actually rendered to the Corporation. When payment of the consideration for which a share was authorized to be issued shall have been received by the Corporation, such share shall be taken to be fully paid and not liable to any further call or assessment and the holder thereof shall not be liable for any further payments or for any of the debts and liabilities of the Company.

7. (If the shares are to be divided into classes or kinds, a statement of the voting rights and powers, if any, of the shares of each class, and of each series if the shares of any class are to be issuable in series, including the extent, if any, to which the shares of each such class and series shall be entitled to vote on questions of merger, consolidation and the sale of all or of substantially all of the assets of the corporation.)

Indicate here:

The preferred stock, consisting of four thousand (4,000) shares of the par value of One Hundred Dollars ($100.00) each, shall have no voting powers whatsoever except as may otherwise expressly be required by law.

The common stock, consisting of seventeen thousand (17,000) shares, shall have and possess full voting powers, including the right to vote on questions of merger, consolidation, dissolution and/or the sale of all or substantially all of the assets of the Corporation.

Form prescribed by the Secretary of State.

8. The amount of paid in capital with which this corporation will begin business is $1,000,000.00. (This must not be less than $500.00.)

9. The number of directors of this corporation shall be five (5). (This must be an exact number and cannot be stated in the alternative.)

10. The names and addresses of the first board of directors are as follows:

Name	Street	City	County	State
Gaylard M. Leslie	"Brookside"	Fort Wayne	Allen	Indiana
L. Heeley Link	838 Packard Ave.	Fort Wayne	Allen	Indiana
John Bass Leslie	1010 Kinnaird Ave.	Fort Wayne	Allen	Indiana
Arthur W. Pickard	434 E. Washington Blvd.	Fort Wayne	Allen	Indiana
James M. Barrett, Jr.	1004 W. Rudisill Blvd.	Fort Wayne	Allen	Indiana

Form prescribed by the Secretary of State.

11. The names and post office address of the incorporators are as follows:

Name	Street	City	County	State
Gaylard M. Leslie	"Brookside"	Fort Wayne	Allen	Indiana
L. Heeley Link	823 Pack rd	Fort Wayne	Allen	Indiana
James M. Barrett, Jr.	1004 W. Rudisill Blvd.	Fort Wayne	Allen	Indiana

12. (Any other provisions, consistent with the laws of this state, for the regulation of the business and conduct of the affairs of the corporation, and creating, defining, limiting or regulating the powers of the corporation, of the directors or of the shareholders or any class or classes of shareholders.)

Indicate here:

A. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existing under the provisions of The Indiana General Corporation Act.

B. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of The Indiana General Corporation Act or any other pertinent enactment of the General Assembly of the State of Indiana and all rights and powers hereby conferred on stockholders, directors and/or officers are subject to this reserve power.

C. If this Corporation enters into contracts or transacts business with one or more of its directors or with any firm of which one or more of its directors are members or with any other corporation or association of which one or more of its directors are stockholders, directors or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of this Corporation, provided that such contract or transaction is entered into in good faith and in the usual course of business.

Form prescribed by the Secretary of State.

Gaylord M. Leslie
L. Healey Link
James M. Barrett Jr.

STATE OF INDIANA
} ss:
County of Allen

Before me, Darcy D. Wickliffe, a Notary Public in and for said County and State, personally appeared

Gaylord M. Leslie, L. Healey Link and James M. Barrett, Jr.

and severally acknowledged the execution of the foregoing articles of incorporation.

(SEAL)

WITNESS my hand and notarial seal this 9th day of July 1930.

Darcy D. Wickliffe
Notary Public.

My commission expires Sept 13, 1931

(Articles of incorporation must be prepared and signed in triplicate in the form prescribed by the Secretary of State, by all of the incorporators and acknowledged by at least three of them before a Notary Public, and shall be presented in triplicate to the Secretary of State at his office accompanied by the fees prescribed by law.)

ESTABLISHED 1873

Bass Foundry & Machine Company

HORIZONTAL RETURN TUBULAR AND WATER TUBE POWER BOILERS, WELDED STEEL HEATING BOILERS, TANKS, STACKS, STEEL PLATE AND ORNAMENTAL IRON WORK

CAR WHEELS, GREY IRON AND SEMI-STEEL CASTINGS, GENERAL MACHINE WORK, STRUCTURAL STEEL

1602-1734 HANNA ST.
FORT WAYNE, IND.

August 28th, 1939.

Mr. G.M.Leslie, President,

Bass Foundry & Machine Company,

Fort Wayne, Indian .

Dear Sir:

I hereby submit my resignation as Vice President of this corporation effective August 31st, 1939.

Yours respectfully,

N. A. Mueggen

After 5 days return to

BASS FOUNDRY & MACHINE COMPANY

1602 Hanna Street

FORT WAYNE, INDIANA

WALTER S GOLL
2301 FAIRFIELD AVENUE
FORT WAYNE, INDIANA

Oct [illegible], 1941

[illegible]. Fiedler, President,
Home Foundry & Machine Company,
Fort Wayne, Indiana.

Dear Mr Fiedler:

Inasmuch as the condition which led me to accept election as a director of the Home Foundry & Machine Company no longer exists by reason of my resignation as the effect as soon as a substitute director may be elected and qualify. Now I reaffirm my every good wish for the continued success of the company and for you and your associate officers.

Yours very truly,

Walter S. Goll

ESTABLISHED 1853

Bass Foundry & Machine Company

HORIZONTAL RETURN TUBULAR AND WATER TUBE POWER BOILERS, WELDED STEEL HEATING BOILERS, TANKS, STACKS, STEEL PLATE AND ORNAMENTAL IRON WORK

CAR WHEELS, GREY IRON AND SEMI-STEEL CASTINGS, GENERAL MACHINE WORK, STRUCTURAL STEEL

1602-1734 HANNA ST.
FORT WAYNE, IND.

Dec. 6th, 1941

C. M. Leslie, President,
Bass Foundry and Machine Co.,
Fort Wayne, Indiana.

Dear Sir:-

I hereby submit my resignation as a Director, and as Vice President and General Manager of this Company, effective as of the above date.

Very truly yours,

Fred Hilgard

STATE OF INDIANA :
: SS: AFFIDAVIT
COUNTY OF ALLEN :

Gaylard F. Leslie, being first duly sworn upon his oath deposes and says as follows:

That he is a resident of Allen County, Indiana, and more than twenty-one (21) years of age. That he is the duly elected, qualified and acting Secretary of Bass Foundry and Machine Company, an Indiana corporation, and that as such officer he has sufficient and complete knowledge of the corporate affairs of said company to make this affidavit.

That Bass Foundry and Machine Company has ceased doing business for many years and that its only remaining assets are certain shares of stock among which are 240 shares of Royal Dutch Company, represented by Certificates No. 109174, 109175 and O-215553.

That the Estate of Grace Bass Leslie is the owner of substantially all the stock of Bass Foundry and Machine Company and that Fort Wayne National Bank is the duly appointed, qualified and acting Executor of the Last Will and Testament of Grace Bass Leslie, deceased. That Walter H. Koehlinger is Assistant Trust Officer of Fort Wayne National Bank and said stock is being transferred to Walter H. Koehlinger for convenience in holding said stock pending final distribution of said stock in accordance with the provisions of the Last Will and Testament of Grace Bass Leslie, deceased.

That upon distribution of said shares of Royal Dutch Company and other shares held by said company the affairs of said company will be finally concluded and said company will be dissolved.

Affiant further states that the proposed transfer of 240 shares of Royal Dutch Company does not involve an impairment of capital of Bass Foundry and Machine Company but represents a distribution of a part of the only remaining assets of the company.

Further affiant saith not.

Gaylard F. Leslie

STATE OF INDIANA :
: SS:
COUNTY OF ALLEN :

Before me a Notary Public, in and for the county and state aforesaid, personally appeared Gaylard F. Leslie, known to me to be the Secretary of Bass Foundry and Machine Company, who being first duly sworn upon his oath, stated that the matters and facts as set forth in the above and foregoing affidavit are true and correct and that he personally affixed the corporate seal of Bass Foundry and Machine Company to said affidavit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by notorial seal this _____ day of May, 1955.

Notary Public

My commission expires:

_____

STOCKHOLDERS' RESOLUTION

BE IT RESOLVED, That the action of the Directors of Bass Foundry and Machine Company taken at a special meeting held on the 1st day of December, 1955, be in all respects approved, confirmed and ratified and made the action of this company, and

BE IT FURTHER RESOLVED, That said proposed dissolution in the manner as provided in the resolution adopted by the Directors be in all respects confirmed, approved, and ratified.

BASS FOUNDRY AND MACHINE COMPANY DIRECTORS' RESOLUTION

WHEREAS, Bass Foundry and Machine Company has been legally dissolved by action of the Corporate Division of the Secretary of State of Indiana, and

WHEREAS, said dissolution was concluded in Cause No. 26995 in the Circuit Court of Allen County, Indiana, and

WHEREAS, the directors wish to confirm said dissolution and distribute the remaining assets,

NOW THEREFORE, BE IT RESOLVED, that the dissolution of Bass Foundry and Machine Company be in all respects approved, confirmed and ratified, and

BE IT FURTHER RESOLVED, that the remaining assets of said company valued as of November 30, 1955, be distributed to its stockholders and its affairs terminated and concluded as of said date, and

BE IT FURTHER RESOLVED, that this resolution be submitted to the stockholders for their approval at a special meeting to be held on the 1st day of December, 1955, and

BE IT FURTHER RESOLVED, that upon approval of the stockholders the proper officers of this company are hereby authorized and directed to distribute the remaining assets of this company to its stockholders to conclude and terminate the affairs of the company.

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF BASS FOUNDRY AND MACHINE COMPANY HELD _____ ___, 1955

A special meeting of the Board of Directors of Bass Foundry and Machine Company was held at (insert address) in the City of Fort Wayne, Allen County, Indiana, at (insert time) on the _____ day of _____, 1955.

The meeting was called and held pursuant to written notice sent to all the Directors.

The following Directors were present: (name Directors present). The following Directors were absent: (name Directors absent).

_ _____, Vice-President of the company acted as chairman of the meeting and ___ _____ Secretary of the company, acted as secretary ofthe meeting.

The minutes of the special meeting of t_e Board of Directors held November 20, 1947, were read and upon motion by _____, seconded by _____, and unanimously adopted, were duly approved as read.

The chairman announced that the purpose of the meeting as stated in the notice thereof was to consider and to take appropriate action on the transfer of certain shares of stock belonging to the company.

After some consideration the following resolution was introduced by _____:

"BE IT RESOLVED, That Bass Foundry and Machine Company proceed with its plan of liquidation by transfering and delivering to Walter H. Koehlinger the following shares of stock belonging to said company:

__ shares of American Enka Corporation represented by Certificates No. ___, ___ and ___;

___ shares of Royal Dutch Company represented by Certificates No. ____, _____ and ____;

____ shares of Northern Ohio Telephone Company represented by Certificates No. ___, ___ and ___; and

"BE IT FURTHER RESOLVED, That John B. Leslie, Vice-President, and Gaylard F. Leslie, Secretary, be and they are hereby authorized and directed to endorse said certificates as above listed for and on behalf of said company; to deliver said

certificates to the transfer agent for said stock and to cause said certificates to be transferred to the name of Walter H. Koehlinger and to cause said shares so transferred to be delivered to said Walter H. Koehlinger, and

"BE IT FURTHER RESOLVED, That any action heretofore taken by John B. Leslie, Vice-President, and Gaylard F. Leslie, Secretary, in endorsing said certificates for the purpose of said transfer be in all respects approved, confirmed and ratified, and made the action of this company."

The adopting of said resolution was moved by _____ (insert name of the same person who introduced the resolution), seconded by _____, and upon vote was unanimously adopted.

There being no further business to come before the meeting upon motion by _____, seconded by _____, and unanimously adopted, the meeting was duly adjourned.

_____
Chairman

_____
Secretary

HECKMAN
BINDERY, INC.
Bound-To-Please
AUG 00
N. MANCHESTER, INDIANA 46962